SEC Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
Harkel-Rumford Lynne Louise

(1) Last) (First) (Middle)
1111 LOUISIANA

(Street) HOUSTON TX

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CENTERPOINT ENERGY INC [ CNP ]

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

Director 10% Owner
SVP and Chief HR Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/28/2020</td>
<td></td>
<td>A</td>
<td>2,605(1)</td>
<td>000.00</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:

1. Time-based restricted stock units ("RSUs") vesting (i) in February 2023 if the Reporting Person continues to be an employee of Issuer from grant date through the vesting date; (ii) in the event of her earlier disability or death; or (iii) on a pro-rata basis upon her earlier retirement unless she satisfies various conditions for full vesting.

2. Total includes (i) 1,466 time-based restricted stock units ("RSUs") previously awarded under the Issuer's Long-term Incentive Plan (the "Plan") and vesting in February 2021, (ii) 1,297 RSUs previously awarded under the Plan and vesting in February 2022, and (iii) 1,597 RSUs previously awarded under the Plan and vesting in February 2023. The above awards shall vest (i) if the Reporting Person continues to be an employee of Issuer from grant date through vesting date; (ii) in the event of her disability or death; or (iii) on a pro-rata basis upon her earlier retirement unless she satisfies various conditions for full vesting.

Remarks:

Vincent A. Mercaldi, SVP and Chief HR Officer 07/30/2020
Attorney-in-Fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

** If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.