

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>CENTERPOINT ENERGY INC</u> _____ (Last) (First) (Middle) <u>1111 LOUISIANA STREET</u> _____ (Street) <u>HOUSTON TX 77002</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>TEXAS GENCO HOLDINGS INC [TGN]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2004</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/14/2004		p ⁽¹⁾		15,235,760	A	\$47	80,000,000	I	See footnote ⁽²⁾

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

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

1. Name and Address of Reporting Person*
CENTERPOINT ENERGY INC

 (Last) (First) (Middle)
1111 LOUISIANA STREET

 (Street)
HOUSTON TX 77002

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Utility Holding, LLC

 (Last) (First) (Middle)
1011 CENTRE ROAD, SUITE 324

 (Street)
WILMINGTON DE 19805

 (City) (State) (Zip)

Explanation of Responses:

- These securities were acquired pursuant to a merger (the "Merger") of a wholly owned subsidiary of CenterPoint Energy, Inc. ("CenterPoint Energy") with and into Texas Genco Holdings, Inc. ("TGN") pursuant to which all of the outstanding shares of common stock of TGN (other than the 64,764,240 shares owned by Utility Holding, LLC and shares held by shareholders who validly perfect their dissenter's rights under Texas law) were converted into the right to receive \$47.00 per share in cash without interest. Following the Merger, TGN became an indirect wholly owned subsidiary of CenterPoint Energy. In addition, following the Merger, all of the shares of outstanding capital stock of TGN were delisted from the NYSE and are no longer publicly traded.
- These securities are owned directly by Utility Holding, LLC, a ten percent owner of the issuer, and indirectly by CenterPoint Energy, as the owner of all the outstanding capital stock of Utility Holding, LLC.

Remarks:

Richard B. Dauphin, Assistant 12/16/2004
Corporate Secretary,

CenterPoint Energy, Inc.

Patricia F. Genzel, President,

Utility Holding, LLC

12/16/2004

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.