## Edgar Filing: CAMPBELL DONALD R - Form 4

CAMPBELL	DONALD R									
Form 4 April 25, 201	1									
FORM	Л								PPROVAL	
Washington, D.C. 20549							OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation	uant to Section 1	F CHANGES IN BENEFICIAL OWNER SECURITIES Section 16(a) of the Securities Exchange Ac Public Utility Holding Company Act of 193					Expires: Estimated a burden hou response	irs per		
may contin <i>See</i> Instruct 1(b).	nue. Section 17(a)	30(h) of the Ir	•	•	• •			n		
(Print or Type R	esponses)									
CAMPBELL DONALD R Sy:			2. Issuer Name <b>and</b> Ticker or Trading Symbol CENTERPOINT ENERGY INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	, , , , , , , , , , , , , , , , , , ,		Day/Year)	-			X_ Director 10% Owner Officer (give title Other (specify below)			
			. If Amendment, Date Original iled(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
HOUSTON,	TX 77002						Form filed by M Person	More than One Re	eporting	
(City)	(State) (Z	Zip) Tab	le I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
(Instr. 3) any		Execution Date, if	Code	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	04/21/2011		Code V A	Amount 4,000 (1)	or (D) A	Price (2)	(Instr. 3 and 4) 36,000 ( <u>3)</u>	D		

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

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 control number.

 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r o	Director	10% Owner	Officer Other				
CAMPBELL DONALD R 1111 LOUISIANA HOUSTON, TX 77002	Х						
Signatures							
Richard B. Dauphin, Attorney in Fact	04/25/2011						

<u>\*\*</u>Signature of Reporting Person

Date

## **Explanation of Responses:**

\* 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).

Time-based restricted stock awarded under the Stock Plan for Outside Directors, as amended, to outside directors then in office as of May(1) 2, 2011. Shares will vest on the first anniversary of the grant date if the reporting person is a director of the Company through such date; provided however, the shares become fully vested in the event of a change of control of issuer.

(2) Price is not applicable.

Includes 1,333 shares of time-based restricted stock awarded in 2008 that will vest on May 1, 2011; 2,666 shares of time-based restricted stock awarded in 2009 that will vest in 1,333 increments on May 1, 2011 and May 1, 2012; and 4,000 shares of time-based restricted

(3) stock awarded in 2009 that will vest in 1,555 increments on Way 1, 2017 and Way 1, 2012, and 4,000 shares of time-based restricted stock awarded in 2010 that will vest on May 3, 2011 if the reporting person is a director of Issuer through such dates; provided however, the shares become fully vested in the event of a change of control of issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.