#### CENTERPOINT ENERGY INC

Form 4

February 11, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

Expires:

3235-0287 Number: January 31,

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROGERS WILLIAM D			2. Issuer Name and Ticker or Trading Symbol CENTERPOINT ENERGY INC [CNP]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 1111 LOUISIA	(Last) (First) (Middle)  1 LOUISIANA		3. Date of Earliest Transaction (Month/Day/Year) 02/09/2016	Director 10% Owner _X_ Officer (give title Other (specify below) below)  EVP & Chief Financial Officer  6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				
HOUSTON, T	X 77002			Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-E	<b>Derivative</b>	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Common Stock	02/09/2016		F	2,938 (1)	D	\$ 18.55	43,032 (2)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

#### Edgar Filing: CENTERPOINT ENERGY INC - Form 4

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)	of		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr	
					4, and 5)	Date	Expiration		Amount		
				Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROGERS WILLIAM D 1111 LOUISIANA HOUSTON, TX 77002

**EVP & Chief Financial Officer** 

## **Signatures**

Vincent A. Mercaldi Attorney-in-Fact 02/11/2016

\*\*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).
- (1) Shares withheld for taxes upon vesting of time-based restricted stock units.
- Total includes (i) 8,000 time-based restricted stock units vesting in February 2017 provided the Reporting Person continues to be an employee of Issuer from the grant date through the vesting date, and (ii) 7,970 time-based restricted stock units vesting in February 2018 provided the Reporting Person continues to be an employee of Issuer from the grant date through the vesting date and on a pro-rata basis in the event of his earlier retirement, disability or death.

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.

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