CENTERPOINT ENERGY INC

Form 4

March 02, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

5. Relationship of Reporting Person(s) to

3235-0287

January 31, 2005

0.5

Estimated average

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Prochazka Scott M			Symbol CENTERPOINT ENERGY INC [CNP]					C	Issuer (Check all applicable)			
(Last)	, ,	(Middle)	3. Date of (Month/I) 02/28/2	Day/Year)		ansaction			_X_ Director _X_ Officer (give below)		Owner er (specify	
HOUSTON	(Street)			endment,		te Original			6. Individual or Joint/Group Filing(Ch Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)					~ .		Person			
. •	, , ,				ı-D			-	uired, Disposed of	f, or Beneficial 6.	•	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Execution any	on Date, if Transaction(A) or Disposed of (I Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/28/2017			A		38,623 (1)	A	\$0	270,599	D		
Common Stock	02/28/2017			F		16,133 (2)	D	\$ 27.32	254,466 (3)	D		
Common Stock									6,538	I	By Savings	

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

Plan (4)

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displays a currently valid OMB control

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired		ate	7. Title Amoun Underly Securit (Instr. 3	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
	Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)						Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
Prochazka Scott M			5 11 0 6770					
1111 LOUISIANA	X		President & CEO					
HOUSTON, TX 77002								

Signatures

Vincent A. Mercaldi, 03/02/2017 Attorney-in-Fact

**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) Vesting of performance shares awarded in 2014 under the Issuer's Long-term Incentive Plan.
- (2) Shares withheld for taxes upon vesting of performance shares.
 - Total includes (i) 37,480 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2018, (ii) 63,258 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting
- (3) in February 2019, and (iii) 54,115 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2020. Each of the above awards shall vest if 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.
- (4) Equivalent shares held in CenterPoint Energy, Inc. Savings Plan.

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.

Reporting Owners 2