CARROLL MILTON

Form 4

February 21, 2019

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

See Instruction

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 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

OMB APPROVAL

1(b).

Common

Stock

02/19/2019

(Print or Type Responses)

1. Name and Address of Reporting Person * CARROLL MILTON			2. Issuer Name and Ticker or Trading Symbol CENTERPOINT ENERGY INC [CNP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of (Month/D	Earliest Tray/Year)	ransaction	_X_ Do below)		title Othe	Owner er (specify
1111 LOUISIANA			02/19/2019			Executive Chairman			
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
HOUSTON	, TX 77002		Filed(Mon	th/Day/Year	·)		n filed by C	One Reporting Pe More than One Re	
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative Securities Acq	uired, Di	isposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amo Securit Benefic Owned Follow	ties cially l	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

Α

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SEC 1474

(9-02)

Reported

Transaction(s) (Instr. 3 and 4)

166,339 (2)

(A)

(D)

A

Price

31.21

Amount

23,742

(1)

(Instr. 4)

D

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
							Date	Title Nur of	Number		
							Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CARROLL MILTON							
1111 LOUISIANA	X		Executive Chairman				
HOUSTON, TX 77002							

Signatures

By Vincent A. Mercaldi, Attorney-in-Fact 02/21/2019

**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 units vesting (i) in February 2022 if the Reporting Person continues to be an employee of Issuer from the grant date through the vesting date; (ii) in the event of his earlier disability or death; or (iii) on a pro-rata basis upon his earlier retirement unless he satisfies various conditions for full vesting.
 - Total includes (ii) 29,825 time-based restricted stock units ("RSUs") awarded under Issuer's Long-term Incentive Plan (the "Plan") and vesting in February 2019, (ii) 22,873 RSUs awarded under Plan and vesting in February 2020 and (ii) 23,906 RSUs awarded under Plan and vesting in February 2021. The awards to vest in 2019 and 2020 shall vest if Reporting Person continues to be an employee of Issuer from grant date through vesting date and on a pro-rata basis in event of his earlier retirement, disability or death. The award to vest in 2021 shall vest (i) if he continues to be an employee of Issuer from grant date through vesting date and (ii) in event of his disability or death. Also, the award to vest in 2021 shall vest on a pro-rata basis in event of his retirement unless he satisfies conditions for full vesting
- death. Also, the award to vest in 2021 shall vest on a pro-rata basis in event of his retirement unless he satisfies conditions for full vestin as described in Issuer's Proxy Statement filed with the SEC on March 15, 2018. For all above awards, Reporting Person is treated as currently retirement eligible.

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