

CENTERPOINT ENERGY INC

Form S-8

March 17, 2008

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As filed with the Securities and Exchange Commission on March 17, 2008

Registration No. 333-\_\_\_

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

**Form S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**CENTERPOINT ENERGY, INC.**  
*(Exact name of registrant as specified in its charter)*

**Texas**  
*(State or other jurisdiction of  
incorporation or organization)*

**74-0694415**  
*(I.R.S. Employer  
Identification Number)*

**1111 Louisiana  
Houston, Texas**  
*(Address of principal executive offices)*

**77002**  
*(Zip code)*

**CENTERPOINT ENERGY SAVINGS PLAN**  
*(Full title of the plan)*

**Rufus S. Scott**  
**Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary**  
**1111 Louisiana**  
**Houston, Texas 77002**  
**(713) 207-1111**

*(Name and address, including zip code, and telephone number, including area code, of agent for service)*

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of Registration Fee</b>

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Common Stock, par value \$0.01 per share	60,000,000 shares	\$	13.89	\$	833,400,000	\$	32,753
Preferred Stock Purchase Rights (3)	60,000,000 rights		(4)		(4)		(4)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers any additional shares of the Common Stock of CenterPoint Energy, Inc., along with the associated Preferred Stock Purchase Rights, that may become issuable under the CenterPoint Energy Savings Plan as a result of stock splits, stock dividends or other similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the CenterPoint Energy Savings Plan.
  - (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) of the Securities Act based upon the average of the high and low prices of the Common Stock of CenterPoint Energy, Inc. as reported on The New York Stock Exchange Composite Tape on March 14, 2008.
  - (3) Each share of Common Stock to be registered includes one associated Preferred Stock Purchase Right.
  - (4) No separate consideration is payable for the Preferred Stock Purchase Rights. Therefore, the registration fee for such securities is included in the registration fee for the Common Stock.
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PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

SIGNATURES

POWER OF ATTORNEY

Exhibit Index

Opinion of Baker Botts L.L.P.

Consent of Deloitte & Touche LLP

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**REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, to register an additional 60,000,000 shares of Common Stock issuable pursuant to the CenterPoint Energy Savings Plan (the Plan ). The contents of the Registration Statement on Form S-8 of CenterPoint Energy, Inc. filed on May 28, 2004 (No. 333-115976), as amended by Post-Effective Amendment No. 1 to such Registration Statement filed on December 14, 2007, relating to the Plan are incorporated by reference into this Registration Statement.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 8. Exhibits**

The following documents are filed as part of this Registration Statement or incorporated by reference herein:

Exhibit Number	Document Description	Report or Registration Statement	SEC File or Registration Number	Exhibit Reference
4.1* -	Amended and Restated Articles of Incorporation of CenterPoint Energy, Inc.	Registration Statement on Form S 4 of CenterPoint Energy, Inc.	333-69502	3.1
4.2* -	Articles of Amendment to the Amended and Restated Articles of Incorporation of CenterPoint Energy, Inc.	Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001	1-31447	3.1.1
4.3* -	Amended and Restated Bylaws of CenterPoint Energy, Inc.	Form 8-K of CenterPoint Energy, Inc. dated January 24, 2008	1-31447	3.1
4.4* -	Form of CenterPoint Energy Stock Certificate	Registration Statement on Form S 4 of CenterPoint Energy, Inc.	333 69502	4.1
4.5* -	Rights Agreement dated as of January 1, 2002 between CenterPoint Energy, Inc. and JPMorgan Chase Bank, as Rights Agent	Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001	1-31447	4.2
4.6* -	Statement of Resolution Establishing Series of Shares designated Series A Preferred Stock and Form of Rights Certificate	Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001	1-31447	3.3
5.1 -	Opinion of Baker Botts L.L.P.			
23.1 -	Consent of Deloitte & Touche LLP			
23.2 -	Consent of Baker Botts L.L.P. (included in Exhibit 5.1)			
24.1 -	Powers of Attorney (included on the signature page of this registration statement)			

\* Incorporated  
herein by  
reference as  
indicated.

The registrant undertakes that the Plan and any amendment thereto have been or will be submitted to the Internal Revenue Service ( IRS ) in a timely manner and all changes required by the IRS for the Plan to be qualified under Section 401 of the Internal Revenue Code have been or will be made.

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on March 17, 2008.

CENTERPOINT ENERGY, INC.  
(Registrant)

By: /s/ David M. McClanahan  
David M. McClanahan  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David M. McClanahan, Scott E. Rozzell and Rufus S. Scott, and each of them severally, his or her true and lawful attorney or attorneys-in-fact and agents, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in any and all capacities, any or all amendments (including pre-effective and post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority, to do and perform in the name and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ David M. McClanahan	President, Chief Executive Officer and Director (Principal Executive Officer)	March 17, 2008
David M. McClanahan /s/ Gary L. Whitlock	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 17, 2008
Gary L. Whitlock /s/ Walter L. Fitzgerald	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	March 17, 2008
Walter L. Fitzgerald /s/ Milton Carroll	Director	March 17, 2008
Milton Carroll /s/ Donald R. Campbell	Director	March 17, 2008
Donald R. Campbell /s/ Derrill Cody	Director	March 17, 2008
Derrill Cody /s/ O. Holcombe Crosswell	Director	March 17, 2008



O. Holcombe Crosswell

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Janiece M. Longoria  Janiece M. Longoria	Director	March 17, 2008
/s/ Thomas F. Madison  Thomas F. Madison	Director	March 17, 2008
/s/ Robert T. O Connell  Robert T. O Connell	Director	March 17, 2008
/s/ Michael E. Shannon  Michael E. Shannon	Director	March 17, 2008
/s/ Peter S. Wareing  Peter S. Wareing	Director	March 17, 2008
/s/ Sherman M. Wolff  Sherman M. Wolff	Director	March 17, 2008

Pursuant to the requirements of the Securities Act of 1933, the Benefits Committee has duly caused this Registration Statement to be signed on behalf of the CenterPoint Energy Savings Plan by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on March 17, 2008.

CENTERPOINT ENERGY SAVINGS PLAN

By: /s/ Marc Kilbride  
 Marc Kilbride  
 Chairman of the Benefits Committee of CenterPoint  
 Energy, Inc., Plan Administrator

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