

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): MARCH 8, 2005

CENTERPOINT ENERGY, INC.

(Exact name of registrant as specified in its charter)

TEXAS

(State or other jurisdiction
of incorporation)

1-31447

(Commission File Number)

74-0694415

(IRS Employer
Identification No.)

1111 LOUISIANA
HOUSTON, TEXAS

(Address of principal executive offices)

77002

(Zip Code)

Registrant's telephone number, including area code: (713) 207-1111

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 8.01 OTHER EVENTS.

On March 8, 2005, CenterPoint Energy, Inc. issued a press release announcing that it filed a registration statement on Form S-4 with the Securities and Exchange Commission regarding a proposed offer to exchange its outstanding \$575 million principal amount 3.75% Convertible Senior Notes due 2023 for new 3.75% Convertible Senior Notes, Series B, due 2023. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

The exhibits listed below are filed herewith.

(c) Exhibits.

99.1 Press Release dated March 8, 2005.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTERPOINT ENERGY, INC.

Date: March 8, 2005

By: /s/ JAMES S. BRIAN

James S. Brian
Senior Vice President and
Chief Accounting Officer

INDEX TO EXHIBITS

EXHIBIT
NUMBER

DESCRIPTION

99.1

Press Release dated March 8, 2005.

(CENTERPOINT ENERGY LOGO)

For more information contact
MEDIA:
LETICIA LOWE
Phone 713.207.7702
INVESTORS:
MARIANNE PAULSEN
Phone 713.207.6500

FOR IMMEDIATE RELEASE

Page 1 of 1

CENTERPOINT ENERGY FILES EXCHANGE OFFER REGISTRATION STATEMENT FOR ITS
\$575 MILLION, 3.75% CONVERTIBLE SENIOR NOTES DUE 2023

HOUSTON, TX - MARCH 8, 2005 - CenterPoint Energy, Inc. (NYSE: CNP) today announced that it has filed a Form S-4 registration statement with the Securities and Exchange Commission (SEC) regarding a proposed offer to exchange its outstanding \$575 million principal amount 3.75 percent Convertible Senior Notes due 2023 (Existing Notes) for new 3.75 percent Convertible Senior Notes, Series B, due 2023 (New Notes). The terms of the New Notes are substantially identical to the terms of the Existing Notes, except that the New Notes will contain a net share settlement feature that, upon conversion, provides for the principal amount of the New Notes to be settled in cash and the excess value to be settled, at the company's option, in cash, shares or a combination thereof, as well as an additional change in control feature.

A registration statement relating to these securities has been filed by CenterPoint Energy, Inc. with the SEC but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Security holders are urged to read the exchange offer materials, when available, including the registration statement on Form S-4 (File No. 333-123182) filed with the SEC, as amended from time to time, the prospectus, the Schedule TO and the other materials related to the proposed exchange offer, because they contain important information. These and other documents relating to the proposed exchange offer, when they are filed with the SEC, may be obtained free at the SEC's Web site at www.sec.gov, or from us by request in writing or by telephone to CenterPoint Energy, Inc., Attn: Investor Relations, P.O. Box 4567, Houston, Texas 77210-4567, (713) 207-6500.

###