

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): MAY 28, 2004

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

TEXAS GENCO HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

TEXAS
(State or other jurisdiction
of incorporation)

1-31449
(Commission File Number)

76-0695920
(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

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

On May 28, 2004, Texas Genco Holdings, Inc., a majority-owned subsidiary of CenterPoint Energy, Inc., announced that its Board of Directors had voted to exercise its right of first refusal to purchase up to the entire 25.2 percent interest in the South Texas Project Electric Generating Station that is currently owned by American Electric Power ("AEP"). For additional information regarding this matter, please refer to Texas Genco's press release attached to this report as Exhibit 99.1 (the "Press Release"), which Press Release is incorporated by reference herein.

Texas Genco expects to fund the purchase of its share of AEP's interest with internally generated funds and, if and to the extent required, a new bank credit facility.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Some of the statements in this report and the Press Release attached to this report are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. You can generally identify our forward-looking statements by the words "should," "intend," "expect" or other similar words.

We have based our forward-looking statements on our management's beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that assumptions, beliefs, expectations, intentions and projections about future events may and often do vary materially from actual results. Therefore, we cannot assure you that actual results will not differ materially from those expressed or implied by our forward-looking statements.

Changes in federal, state and local regulations affecting Texas Genco's and CenterPoint Energy's businesses, the timing and extent of changes in commodity prices, particularly natural gas, and the inability of Texas Genco to arrange future financings on acceptable terms could cause actual results to differ materially from those expressed or implied in forward-looking statements. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibit is filed herewith:

99.1 Press Release issued May 28, 2004.

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: June 1, 2004

By: /s/ James S. Brian

James S. Brian
Senior Vice President and
Chief Accounting Officer

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.

TEXAS GENCO HOLDINGS, INC.

Date: June 1, 2004

By: /s/ James S. Brian

James S. Brian
Senior Vice President and
Chief Accounting Officer

EXHIBIT INDEX

EXHIBIT
NO.

DESCRIPTION

99.1 Press Release issued May 28, 2004.

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

[TEXAS GENCO LOGO]

FOR IMMEDIATE RELEASE

Page 1 of 1

TEXAS GENCO'S BOARD AUTHORIZES INCREASED
OWNERSHIP IN STP NUCLEAR PLANT

HOUSTON, TX - May 28, 2004 - The Board of Directors of Texas Genco Holdings, Inc. (NYSE:TGN), a majority-owned subsidiary of CenterPoint Energy, Inc. (NYSE: CNP), voted to exercise its right of first refusal to purchase up to the entire 25.2 percent interest in the South Texas Project Electric Generating Station (STP) that is currently owned by American Electric Power (AEP).

In addition to AEP, the 2,500 megawatt nuclear plant is owned by Texas Genco (30.8 percent), City Public Service of San Antonio (CPS) (28 percent) and Austin Energy (16 percent).

AEP had previously announced that it had received an offer of \$333 million, subject to certain adjustments, to purchase its 630 megawatt interest. Under the STP Participation Agreement, co-owners wishing to acquire AEP's interest are entitled to do so at the proposed sale price.

Austin Energy indicated that it will not exercise its right of first refusal, while CPS indicated that it intends to purchase at least 12 percent or 300 megawatts. Accordingly, Texas Genco should be entitled to purchase a 13.2 percent interest or 330 megawatts from AEP.

Texas Genco Holdings, Inc., based in Houston, Texas, is one of the largest wholesale electric power generating companies in the United States with over 14,000 megawatts of generation capacity, of which approximately 2,500 megawatts are currently in mothball status. It sells electric generation capacity, energy and ancillary services in one of the nation's largest power markets, the Electric Reliability Council of Texas (ERCOT). Texas Genco has one of the most diversified generation portfolios in Texas, using natural gas, oil, coal, lignite, and uranium fuels. The company owns and operates 60 generating units at 11 electric power-generating facilities and owns a 30.8 percent interest in a nuclear generating plant. Texas Genco currently is a majority-owned subsidiary of CenterPoint Energy, Inc. For more information, visit our web site at www.txgenco.com.

###