



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

**SCHEDULE TO**

**Tender Offer Statement**  
**under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934**  
**(Amendment No. 1)**

**CenterPoint Energy, Inc.**  
(Name of Subject Company (issuer))

**CenterPoint Energy, Inc.**  
(Names of Filing Persons (identifying status as offeror, issuer or other person))

**3.75% Senior Notes Due 2023**  
**3.75% Senior Notes, Series B Due 2023**  
(Title of Class of Securities)

**15189TAA5 and 15189TAC1**  
**15189TAM9**  
(CUSIP Number of Class of Securities)

**Rufus S. Scott**  
**Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary**  
**CenterPoint Energy, Inc.**  
**1111 Louisiana**  
**Houston, Texas 77002**  
**(713) 207-1111**  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

*Copy to:*

**Gerald M. Spedale**  
**Baker Botts L.L.P.**  
**One Shell Plaza**  
**910 Louisiana**  
**Houston, Texas 77002-4995**  
**(713) 229-1234**

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid.  
Identify the previous filing registration statement number, or the Form or Schedule and the date of its filing.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO (the “Schedule TO”) originally filed with the Securities and Exchange Commission on April 17, 2008 by CenterPoint Energy, Inc. (the “Company”) relating to the Company’s offer to purchase its 3.75% Senior Notes due 2023 (the “Old Notes”) and 3.75% Senior Notes, Series B due 2023 (the “New Notes” and, together with the Old Notes, the “Notes”) that were issued by the Company, upon the terms and conditions set forth in the Indenture dated as of May 19, 2003 (the “Original Indenture”) by and between the Company and The Bank of New York Trust Company, National Association (successor to JPMorgan Chase Bank), as Trustee, as amended and supplemented by Supplemental Indenture No. 1 dated as of May 19, 2003 (“Supplemental Indenture No. 1”), under which the Old Notes were issued, and Supplemental Indenture No. 6 dated as of August 23, 2005 (“Supplemental Indenture No. 6” and, together with Supplemental Indenture No. 1, the “Supplemental Indentures”), under which the New Notes were issued (the Original Indenture, as amended and supplemented by the Supplemental Indentures, the “Indenture”), the Company Notice dated April 17, 2008 (the “Company Notice”), and the related offer materials filed as Exhibits (a)(1)(B) to (a)(1)(E) to the Schedule TO (which Company Notice and related offer materials, as amended or supplemented from time to time, collectively constitute the “Option Materials”).

This Amendment No. 1 to Schedule TO is intended to satisfy the disclosure requirements of Rule 13e-4(c)(3) under the Securities Exchange Act of 1934, as amended.

### **ITEMS 1 through 9.**

Items 1 through 9 of the Schedule TO, as well as the Company Notice, are hereby amended and supplemented to reflect the following:

#### **Conversion Rate Adjustment**

On April 24, 2008, the Company declared a regular quarterly cash dividend on its common stock of \$0.1825 per share payable on June 10, 2008 to shareholders of record as of the close of business on May 16, 2008. Pursuant to the terms of the Indenture, this cash dividend will require an increase to the Conversion Rate (as defined in the Supplemental Indentures) of the Notes. Under the terms of the Indenture, the increased Conversion Rate will be determined on May 13, 2008. Notice of the increased Conversion Rate will be sent to holders on or after May 13, 2008.

Holders of the Old Notes that submit such Old Notes for conversion and otherwise satisfy the conversion requirements of the Old Notes on or after May 19, 2008 will be entitled to the increased Conversion Rate. Holders of the New Notes that submit such New Notes for conversion and otherwise satisfy the conversion requirements of the New Notes on or after May 2, 2008 will be entitled to the increased Conversion Rate.

As permitted by General Instruction F to Schedule TO, all of the information set forth in the Option Materials is incorporated by reference into this Schedule TO.

Item 12 is hereby amended to read in its entirety as follows:

### **ITEM 12. Exhibits.**

(a)(1)(A)*	¾	Company Notice to the Holders of CenterPoint Energy, Inc. 3.75% Convertible Senior Notes due 2023 and 3.75% Convertible Senior Notes, Series B due 2023, dated April 17, 2008.
(a)(1)(B)*	¾	Form of Purchase Notice.
(a)(1)(C)*	¾	Form of Notice of Withdrawal.
(a)(1)(D)*	¾	Substitute Form W-9.
(a)(1)(E)*	¾	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
(a)(1)(F)	¾	The description of the Old Notes and the Indenture set forth under the caption “Description of the Notes” in the Company’s prospectus dated December 4, 2003.
(a)(1)(G)	¾	The description of the New Notes and the Indenture set forth under the caption “Description of the New Notes” in the Company’s prospectus dated July 19, 2005.

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(a)(5)(A)*	¾	Company Press Release dated April 16, 2008.
(a)(5)(B)*	¾	Company Press Release dated April 17, 2008.
(a)(5)(C)*	¾	Notice of Redemption.
(a)(5)(D)	¾	Company Press Release dated April 25, 2008.
(a)(5)(E)	¾	Notice of Dividend Declaration Resulting in Conversion Rate Adjustment.
(b)	¾	\$1,200,000,000 Second Amended and Restated Credit Agreement dated as of June 29, 2007, among the Company, Citibank, N.A., as Syndication Agent, Barclays Bank PLC, Bank of America, National Association and Credit Suisse, Cayman Islands Branch, as Co-Documentation Agents, JPMorgan Chase Bank, N.A., as Administrative Agent, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as Joint Lead Arrangers and Bookrunners, and the banks named therein (incorporated by reference to Exhibit 4.3 to the Company's Form 10-Q for the quarter ended June 30, 2007).
(d)(1)	¾	Indenture, dated as of May 19, 2003, between the Company and the Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 19, 2003).
(d)(2)	¾	Supplemental Indenture No. 1 dated as of May 19, 2003 between the Company and the Trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated May 19, 2003).
(d)(3)	¾	Supplemental Indenture No. 6, dated as of August 23, 2005, between the Company and the Trustee (incorporated by reference to Exhibit 4(g)(7) to the Company's Form 10-K for the year ended December 31, 2005).
(g)	¾	Not applicable.
(h)	¾	Not applicable.

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\* Previously filed as an exhibit to the Schedule TO filed on April 17, 2008.

### **ITEM 13. Information Required by Schedule 13E-3.**

Not applicable.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 25, 2008

CENTERPOINT ENERGY, INC.

By: /s/ Walter L. Fitzgerald  
Walter L. Fitzgerald  
Senior Vice President and Chief Accounting Officer

**INDEX TO EXHIBITS**

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(a)(1)(C)*	¾	Form of Notice of Withdrawal.
(a)(1)(D)*	¾	Substitute Form W-9.
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(g)	¾	Not applicable.
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\* Previously filed as an exhibit to the Schedule TO filed on April 17, 2008.



For more information contact

**Media:**

**Leticia Lowe**

Phone 713.207.7702

**Investors:**

**Marianne Paulsen**

Phone 713.207.6500

**For Immediate Release**

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**CenterPoint Energy Announces Adjustment to Conversion  
Rate of 3.75 Percent Convertible Senior Notes Due 2023**

**HOUSTON – April 25, 2008** – CenterPoint Energy, Inc. (NYSE: CNP) today announced that the conversion rate of its 3.75 percent Convertible Senior Notes due 2023 (Old Notes) and 3.75 percent Convertible Senior Notes, Series B due 2023 (New Notes) will be increased as a result of the April 24 declaration of CenterPoint Energy's regular quarterly cash dividend, payable on June 10, 2008, to shareholders of record as of the close of business on May 16, 2008. Under the terms of the indenture governing the notes, the increased conversion rate will be determined on May 13, 2008. Notice specifying the new conversion rate will be provided to holders on or after May 13, 2008.

Holders of the Old Notes who submit Old Notes for conversion and otherwise satisfy the conversion requirements of the Old Notes on or after May 19, 2008 will be entitled to the increased conversion rate. Holders of the New Notes who submit New Notes for conversion and otherwise satisfy the conversion requirements of the New Notes on or after May 2, 2008 will be entitled to the increased conversion rate.

On April 16, 2008, CenterPoint Energy announced the planned redemption of the notes on May 30, 2008 (Redemption Date). The redemption price will be \$1,000 in cash plus accrued and unpaid interest, including contingent interest, if any, to the Redemption Date. On April 17, 2008, CenterPoint Energy announced that holders of the notes will have the option to require CenterPoint Energy to purchase their notes on May 15, 2008 (Purchase Date) at a purchase price of \$1,000 in cash plus accrued and unpaid interest to the Purchase Date. The details of the redemption and the option are provided in the communications related thereto. These communications also provide additional details regarding the conversion of the notes.

This press release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell any notes. The tender offer is being made only pursuant to the Company Notice dated April 17, 2008, and the related materials that CenterPoint Energy has distributed to note holders through the Depository Trust Company and filed with the Securities and Exchange Commission. Note holders are encouraged to carefully read these documents, as revised by the amendments thereto filed with the Securities and Exchange Commission on the date hereof, before deciding whether to exercise their option to require CenterPoint Energy to purchase their notes as these documents contain important information regarding the details of CenterPoint Energy's obligation to purchase the notes. Holders of the notes and other interested parties may obtain a free copy of these documents at the

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For more information contact

**Media:**

**Leticia Lowe**

Phone 713.207.7702

**Investors:**

**Marianne Paulsen**

Phone 713.207.6500

**For Immediate Release**

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Securities and Exchange Commission's Web site, [www.sec.gov](http://www.sec.gov), at the company's Web site, [www.CenterPointEnergy.com](http://www.CenterPointEnergy.com), or from CenterPoint Energy, Inc. at 1111 Louisiana, Houston, Texas 77002, Attn: Investor Relations. Note holders are encouraged to read these materials carefully prior to making any decision with respect to the purchase option.

CenterPoint Energy, Inc., headquartered in Houston, Texas, is a domestic energy delivery company that includes electric transmission & distribution, natural gas distribution, competitive natural gas sales and services, interstate pipelines and field services operations. The company serves more than five million metered customers primarily in Arkansas, Louisiana, Minnesota, Mississippi, Oklahoma, and Texas. Assets total over \$17 billion. With about 8,600 employees, CenterPoint Energy and its predecessor companies have been in business for more than 130 years. For more information, visit CenterPoint Energy's Web site at [www.CenterPointEnergy.com](http://www.CenterPointEnergy.com).

This news release includes forward-looking statements. Actual events and results may differ materially from those projected. The statements in this news release regarding future financial performance and results of operations and other statements that are not historical facts are forward-looking statements. Factors that could affect actual results include the timing and outcome of appeals from the true-up proceedings, the timing and impact of future regulatory, legislative and IRS decisions, effects of competition, weather variations, changes in CenterPoint Energy's or its subsidiaries' business plans, financial market conditions, the timing and extent of changes in commodity prices, particularly natural gas, the impact of unplanned facility outages, and other factors discussed in CenterPoint Energy's and its subsidiaries' Form 10-Ks for the period ended December 31, 2007, and other filings with the Securities and Exchange Commission.

**NOTICE OF DIVIDEND DECLARATION  
RESULTING IN CONVERSION RATE ADJUSTMENT**

**To the Holders of**

**3.75% Senior Notes due 2023 and  
3.75% Senior Notes, Series B due 2023**

**of**

**CENTERPOINT ENERGY, INC.**

NOTICE IS HEREBY GIVEN pursuant to the provisions of Section 811 of Supplemental Indenture No. 1 dated as of May 19, 2003 ("Supplemental Indenture No. 1"), under which the 3.75% Senior Notes due 2023 were issued, and Supplemental Indenture No. 6 dated as of August 23, 2005 ("Supplemental Indenture No. 6" and, together with Supplemental Indenture No. 1, the "Supplemental Indentures"), under which the 3.75% Senior Notes, Series B due 2023 were issued, by and between CenterPoint Energy, Inc., a Texas corporation ("CNP"), and The Bank of New York Trust Company, National Association (successor to JPMorgan Chase Bank), as Trustee (the "Trustee"), which supplement the Indenture dated as of May 19, 2003 by and between CNP and the Trustee, that CNP has declared a dividend on its common stock, par value \$0.01 per share, that will require an adjustment to the Conversion Rate (as defined in the Supplemental Indentures) pursuant to Section 806 of the Supplemental Indentures. The dividend is payable on June 10, 2008 to shareholders of record as of the close of business on May 16, 2008. The adjustment to the Conversion Rate will be effective on May 19, 2008. Notice of the adjusted Conversion Rate will be sent promptly on or after such date.

This Notice is being mailed to each holder of notes of record as of the close of business on April 24, 2008.

Dated: April 25, 2008

CENTERPOINT ENERGY, INC.