FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LESAR DAVID J</u>						2. Issuer Name and Ticker or Trading Symbol CENTERPOINT ENERGY INC [CNP]									ationship k all app Direc	licable)	g Person(s) to Is 10% Ov		
(Last) (First) (Middle) 1111 LOUISIANA					3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023									X	Office below	,	EO	Other (below)	specify
(Street) HOUSTON TX 77002 (City) (State) (Zip)				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indi Line) X	′					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/				·	Execution D					4. Securities Disposed Of 5)				5. Amo Securit Benefic Owned Report	ies cially Following	Form (D) o	n: Direct or Indirect ostr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code V		Amount	(A) (D)	or Pric	се	Transa (Instr. 3	ction(s)			(1130.4)	
Common Stock 01/03/20				023	23			F		152,500(1)	D	\$2	9.56	1,042	2,459 ⁽²⁾⁽³⁾		D		
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu			4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date			7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4) Amount or Number of Title Shares		Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

- 1. Shares withheld for taxes upon payment of time-based restricted stock units.
- 2. Includes 17,298 time-based restricted stock units ("RSUs") awarded under the Issuer's Long-Term Incentive Plan ("Plan") and vesting in July 2023. Reporting Person ("R.P.") must remain an employee through vesting date. Also includes (i) 109,289 RSUs awarded under the Plan and vesting in July 2023, (ii) 93,119 RSUs awarded under the Plan and vesting in February 2024, and (iii) 78,851 RSUs awarded under the Plan and vesting in February 2025. The awards in the pervious sentence shall vest (a) if R.P. remains an employee through the vesting date, (b) upon earlier disability or death, or (c) on a pro-rata basis upon earlier retirement unless full vesting conditions satisfied. However, for shares vesting in February 2024 and 2025, any such vesting is conditioned upon positive operating income in the last full calendar year of the restricted period except in the case of death or disability.
- 3. Also includes 400,000 RSUs awarded under the Plan and vesting in December 2023. The above award shall vest (a) if R.P. continues to be an employee of Issuer from the grant date; (b) in the event of the R.P.'s earlier disability or death; or (c) upon the R.P.'s termination of employment without cause or the R.P.'s resignation for good reason.

Remarks:

Vincent A. Mercaldi, 01/04/2023 Attorney-in-Fact

** Signature of Reporting Person

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.