

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <b>ROZZELL SCOTT E</b>			2. Issuer Name and Ticker or Trading Symbol <b>CENTERPOINT ENERGY INC [ CNP ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>EVP, Gen.Counsel, Corp. Sec</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>09/01/2006</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
1111 LOUISIANA			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>HOUSTON TX 77002</b>								
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/01/2006		M		14,900	A	\$5.64	110,482 <sup>(1)</sup>	D	
Common Stock	09/01/2006		S		14,900	D	\$14.4554	95,582 <sup>(1)</sup>	D	
Common Stock	09/01/2006		M		26,000	A	\$6.4378	121,582 <sup>(1)</sup>	D	
Common Stock	09/01/2006		S		26,000	D	\$14.4518	95,582 <sup>(1)</sup>	D	
Common Stock								30,816 <sup>(2)</sup>	I	By savings plan

**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)	3A. Deemed Execution Date, if any (Month/Day/Year)	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)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$5.64	09/01/2006		M			14,900	(3)	03/03/2013	Common Stock	14,900	(4)	0	D	
Employee Stock Option (right to buy)	\$6.4378	09/01/2006		M			26,000	(5)	03/04/2012	Common Stock	26,000	(4)	56,539	D	

**Explanation of Responses:**

- Includes 11,400 shares of time based restricted stock payable March 3, 2007 if Mr. Rozzell is an employee of Issuer through such date and on a prorata basis in the event of his earlier retirement, disability of death.
- Equivalent Shares held in CenterPoint Energy, Inc. Savings Plan as of August 1, 2006.
- Stock options totaling 43,900 vested in three equal installments on March 4, 2004, 2005 and 2006.
- Price is not applicable.
- Stock options totaling 82,539 vested in three equal installments on March 5, 2003, 2004 and 2005.

**Remarks:**

Scott E. Rozzell 09/01/2006  
\*\* Signature of Reporting Person Date

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.