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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): AUGUST 23, 2005

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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

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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))

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ITEM 8.01 OTHER EVENTS.

On August 23, 2005, CenterPoint Energy, Inc. issued a press release announcing the final results of an exchange offer for its outstanding \$575 million principal amount 3.75% Convertible Senior Notes 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 August 23, 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: August 23, 2005

By: /s/ James S. Brian

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James S. Brian  
Senior Vice President and  
Chief Accounting Officer

INDEX TO EXHIBITS

99.1 Press Release dated August 23, 2005.

[CENTERPOINT  
ENERGY  
LOGO]

For more information contact  
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FOR IMMEDIATE RELEASE

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CENTERPOINT ENERGY ANNOUNCES FINAL RESULTS OF EXCHANGE OFFER  
FOR \$575 MILLION, 3.75% CONVERTIBLE SENIOR NOTES DUE 2023

HOUSTON - AUGUST 23, 2005 - CenterPoint Energy, Inc. (NYSE: CNP) today announced the final results of its offer to exchange \$575 million principal amount of its 3.75 percent Convertible Senior Notes due 2023 (Old Notes) for an equal amount of its new 3.75 percent Convertible Senior Notes, Series B, due 2023 (New Notes) and an exchange fee of \$1.50 for each \$1,000 principal amount of Old Notes accepted for exchange. The exchange offer expired on August 17, 2005, at 5 p.m. Eastern time.

CenterPoint Energy accepted for exchange \$571,908,000 aggregate principal amount of the Old Notes, representing 99 percent of the outstanding principal amount of the Old Notes. The exchange settled on August 23, 2005.

Security holders are urged to read the exchange offer materials, including the prospectus dated July 19, 2005, the Registration Statement on Form S-4, as amended (No. 333-123182), the Schedule TO, as amended, and the other materials related to the exchange offer because they contain important information. Banc of America Securities LLC is acting as dealer manager and MacKenzie Partners, Inc. is the information agent for the exchange offer. Copies of the prospectus and the related exchange offer materials may be obtained free of charge at the Securities and Exchange Commission's website ([www.sec.gov](http://www.sec.gov)) or from MacKenzie Partners, Inc., 105 Madison Avenue, New York, New York 10016, (212) 929-5500 or (800) 322-2885.

CenterPoint Energy, Inc., headquartered in Houston, Texas, is a domestic energy delivery company that includes electric transmission & distribution, natural gas distribution and sales, and interstate pipeline and gathering operations. The company serves nearly five million metered customers primarily in Arkansas, Louisiana, Minnesota, Mississippi, Oklahoma, and Texas. Assets total approximately \$16 billion. With more than 9,000 employees, CenterPoint Energy and its predecessor companies have been in business for more than 130 years. For more information, visit the Web site at [www.CenterPointEnergy.com](http://www.CenterPointEnergy.com).

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