



---

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

---

**POST-EFFECTIVE AMENDMENT NO. 1**

to

**Form S-8**  
**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

---

**CENTERPOINT ENERGY, INC.**

*(Exact name of registrant as specified in its charter)*

---

**Texas**  
*(State or other jurisdiction of  
incorporation or organization)*

**74-0694415**  
*(I.R.S. Employer  
Identification Number)*

**1111 Louisiana  
Houston, Texas**  
*(Address of principal executive offices)*

**77002**  
*(Zip code)*

---

**CENTERPOINT ENERGY, INC. SAVINGS PLAN**  
*(Full title of the plan)*

---

**Rufus S. Scott**  
**Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary**  
**1111 Louisiana**  
**Houston, Texas 77002**  
**(713) 207-1111**  
*(Name and address, including zip code, and telephone number, including area code, of agent for service)*

---

---

## **TABLE OF CONTENTS**

[EXPLANATORY NOTE](#)

[PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT](#)

[ITEM 8. Exhibits](#)

[SIGNATURES](#)

[Exhibit Index](#)

[Opinion of Baker Botts L.L.P.](#)

[Consent of Deloitte & Touche LLP](#)

---

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (Registration No. 333-115976) is being filed to provide the opinion of counsel required as an exhibit by Part II, Item 8 of Form S-8 with respect to original issuance securities. Securities issued pursuant to the CenterPoint Energy, Inc. Savings Plan (the "Plan") prior to the filing of this Amendment No. 1 have not been original issuance securities and therefore did not require an opinion of counsel. Following the effective time of this Amendment No. 1, CenterPoint Energy, Inc. may issue original issuance securities pursuant to the Plan and is therefore filing with this Amendment No. 1 the required opinion of counsel.

---

**PART II****INFORMATION REQUIRED IN THE REGISTRATION STATEMENT****ITEM 8. Exhibits**

The following documents are filed as part of this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 or incorporated by reference herein:

<b>Exhibit Number</b>	<b>Document Description</b>	<b>Report or Registration Statement</b>	<b>SEC File or Registration Number</b>	<b>Exhibit Reference</b>
4.1* -	Amended and Restated Articles of Incorporation of CenterPoint Energy, Inc.	Registration Statement on Form S-4 of CenterPoint Energy, Inc.	3-69502	3.1
4.2* -	Articles of Amendment to the Amended and Restated Articles of Incorporation of CenterPoint Energy, Inc.	Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001	1-31447	3.1.1
4.3* -	Amended and Restated Bylaws of CenterPoint Energy, Inc.	Form 8-K of CenterPoint Energy, Inc. filed October 31, 2007	1-31447	3.1
4.4* -	Form of CenterPoint Energy Stock Certificate	Registration Statement on Form S-4 of CenterPoint Energy, Inc.	3-69502	4.1
4.5* -	Rights Agreement dated as of January 1, 2002 between CenterPoint Energy, Inc. and JPMorgan Chase Bank, as Rights Agent	Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001	1-31447	4.2
4.6* -	Statement of Resolution Establishing Series of Shares designated Series A Preferred Stock and Form of Rights Certificate	Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001	1-31447	3.3
5.1 -	Opinion of Baker Botts L.L.P.			
23.1 -	Consent of Deloitte & Touche LLP			
23.2 -	Consent of Baker Botts L.L.P. (included in Exhibit 5.1)			
24.1*-	Powers of Attorney	Included on the signature page of Registration Statement on Form S-8 of CenterPoint Energy, Inc.	3-115976	24.1

\* Incorporated herein by reference as indicated.

The registrant undertakes that the Savings Plan and any amendment thereto have been or will be submitted to the Internal Revenue Service ("IRS") in a timely manner and all changes required by the IRS for the Savings Plan to be qualified under Section 401 of the Internal Revenue Code have been or will be made.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on December 13, 2007.

CENTERPOINT ENERGY, INC.  
(Registrant)

By: /s/ David M. McClanahan  
David M. McClanahan  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David M. McClanahan</u> David M. McClanahan	President, Chief Executive Officer and Director (Principal Executive Officer)	December 13, 2007
<u>/s/ Gary L. Whitlock</u> Gary L. Whitlock	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 13, 2007
<u>/s/ Walter L. Fitzgerald</u> Walter L. Fitzgerald	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	December 13, 2007
<u>/s/ Milton Carroll</u> Milton Carroll	Director	December 13, 2007
<u>/s/ Donald R. Campbell</u> Donald R. Campbell	Director	December 13, 2007
<u>/s/ Derrill Cody</u> Derrill Cody	Director	December 13, 2007
<u>/s/ O. Holcombe Crosswell</u> O. Holcombe Crosswell	Director	December 13, 2007
<u>/s/ Janiece M. Longoria</u> Janiece M. Longoria	Director	December 13, 2007
<u>*</u> Thomas F. Madison	Director	December 13, 2007
<u>/s/ Robert T. O'Connell</u> Robert T. O'Connell	Director	December 13, 2007
<u>/s/ Michael E. Shannon</u> Michael E. Shannon	Director	December 13, 2007

---

Table of Contents

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Peter S. Wareing</u> Peter S. Wareing	Director	December 13, 2007
<u>/s/ Sherman M. Wolff</u> Sherman M. Wolff	Director	December 13, 2007

\*By: /s/ David M. McClanahan  
David M. McClanahan  
Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, the Benefits Committee has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on behalf of the CenterPoint Energy, Inc. Savings Plan by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on December 13, 2007.

CENTERPOINT ENERGY, INC. SAVINGS PLAN

By: /s/ Marc Kilbride  
Marc Kilbride  
Chairman of the Benefits Committee of CenterPoint  
Energy, Inc., Plan Administrator

---

[Table of Contents](#)

## Exhibit Index

<u>Exhibit Number</u>	<u>Document Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
4.1* -	Amended and Restated Articles of Incorporation of CenterPoint Energy, Inc.	Registration Statement on Form S-4 of CenterPoint Energy, Inc.	3-69502	3.1
4.2* -	Articles of Amendment to the Amended and Restated Articles of Incorporation of CenterPoint Energy, Inc.	Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001	1-31447	3.1.1
4.3* -	Amended and Restated Bylaws of CenterPoint Energy, Inc.	Form 8-K of CenterPoint Energy, Inc. filed October 31, 2007	1-31447	3.1
4.4* -	Form of CenterPoint Energy Stock Certificate	Registration Statement on Form S-4 of CenterPoint Energy, Inc.	3-69502	4.1
4.5* -	Rights Agreement dated as of January 1, 2002 between CenterPoint Energy, Inc. and JPMorgan Chase Bank, as Rights Agent	Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001	1-31447	4.2
4.6* -	Statement of Resolution Establishing Series of Shares designated Series A Preferred Stock and Form of Rights Certificate	Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001	1-31447	3.3
5.1 -	Opinion of Baker Botts L.L.P.			
23.1 -	Consent of Deloitte & Touche LLP			
23.2 -	Consent of Baker Botts L.L.P. (included in Exhibit 5.1)			
24.1*-	Powers of Attorney	Included on the signature page of Registration Statement on Form S-8 of CenterPoint Energy, Inc.	3-115976	24.1

\* Incorporated herein by reference as indicated.

The registrant undertakes that the Savings Plan and any amendment thereto have been or will be submitted to the Internal Revenue Service (“IRS”) in a timely manner and all changes required by the IRS for the Savings Plan to be qualified under Section 401 of the Internal Revenue Code have been or will be made.



December 14, 2007

001166.1401

CenterPoint Energy, Inc.  
1111 Louisiana  
Houston, Texas 77002

Ladies and Gentlemen:

As set forth in Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (Registration No. 333-115976) (the "Registration Statement") to be filed on the date hereof by CenterPoint Energy, Inc., a Texas corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the issuance of up to 60,000,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share, together with the associated rights to purchase Series A Preferred Stock of the Company (the "Rights"), pursuant to the CenterPoint Energy, Inc. Savings Plan, as amended as of the date hereof (the "Plan"), certain legal matters in connection with the Shares and the associated Rights are being passed upon for you by us. At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined originals, or copies certified or otherwise identified, of the Company's restated certificate of incorporation and by-laws, each as amended to date (the "Charter Documents"), the Rights Agreement dated as of January 1, 2002 (the "Rights Agreement"), between the Company and JPMorgan Chase Bank, as Rights Agent, the Plan and corporate records of the Company, including minute books as furnished to us by you, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied upon certificates of officers of the Company and of public officials with respect to the accuracy of the material factual matters contained in such certificates. We have assumed that the signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true, correct and complete copies of the originals thereof and that all information submitted to us was accurate and complete. In addition, we have assumed for purposes of this opinion that the consideration received by the Company for the Shares will be not less than the par value of the Shares.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications hereinafter set forth, we are of the opinion that:

1. The Company is a corporation duly incorporated and validly existing in good standing under the laws of the State of Texas.
  2. The Shares have been duly authorized by all necessary corporate action on the part of the Company and, if and when the Shares are offered or issued in accordance
-

with the requirements of the Plan for the consideration established pursuant to the terms of the Plan and otherwise in accordance with the terms and conditions of the Plan and assuming the continued updating and effectiveness of the Registration Statement, such Shares will be validly issued, fully paid and non-assessable.

3. The issuance of the Rights associated with the Shares has been duly authorized by all necessary corporate action on the part of the Company and, upon issuance from time to time in connection with the issuance of the associated Shares as provided in paragraph 2 above and in accordance with the terms of the Rights Agreement, the Rights will be validly issued.

The opinion set forth in paragraph 3 above is limited to the valid issuance of the Rights under the Texas Business Corporation Act. In this connection, we do not express any opinion herein on any other aspect of the Rights, the effect of any equitable principles or fiduciary considerations relating to the adoption of the Rights Agreement or the issuance of the Rights, the enforceability of any particular provisions of the Rights Agreement, or the provisions of the Rights Agreement which discriminate or create unequal voting power among shareholders.

This opinion is limited to the original issuance of Shares and Rights by the Company and does not cover shares of Common Stock and the associated Rights delivered by the Company out of shares and associated Rights reacquired by it.

We are members of the Texas Bar and the opinions set forth above are limited in all respects to the laws of the State of Texas as in effect on the date hereof. We hereby consent to the filing of this opinion of counsel as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Baker Botts L.L.P.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to the Registration Statement No. 333-115976 on Form S-8 of our reports dated February 28, 2007 relating to i) the consolidated financial statements of CenterPoint Energy, Inc. and subsidiaries (which report expresses an unqualified opinion and includes an explanatory paragraph regarding the Company's adoption of new accounting standards related to defined benefit pension and other postretirement plans in 2006 and conditional asset retirement obligations in 2005), ii) the consolidated financial statement schedules, and iii) management's report on the effectiveness of internal control over financial reporting appearing in the Annual Report on Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2006.

/s/ Deloitte & Touche LLP

Houston, Texas  
December 14, 2007