

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

<b>1. Name and Address of Reporting Person*</b> <u>Wells Jason P.</u> <hr/> (Last) (First) (Middle) 1111 LOUISIANA <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CENTERPOINT ENERGY INC [ CNP ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 02/15/2024	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		
<b>Rule 10b5-1(c) Transaction Indication</b> <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	02/15/2024		A		51,579 <sup>(1)</sup>	A	\$0	213,774 <sup>(2)</sup>	D	
Common Stock								55,560	I	Wells/Koehler Family Trust

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Time-based restricted stock units ("RSUs") awarded under the Issuer's Long-Term Incentive Plan (the "Plan") and vesting in three equal installments in February 2025, 2026, and 2027. The above award shall vest (i) if the Reporting Person ("R.P.") continues to be an employee of Issuer from the grant date through the respective vesting date, (ii) in the event of his earlier disability or death, or (iii) if he satisfies various conditions, upon his earlier retirement, except that such retirement vesting will be on a pro rata basis if his retirement occurs in the year of grant. All vesting is conditioned upon achievement of positive operating income for the year preceding the applicable vesting date except in the case of death or disability.

2. Total includes (i) 19,209 RSUs previously awarded under the Plan and vesting in February 2024, (ii) 16,154 RSUs previously awarded under the Plan and vesting in February 2025 and (iii) 33,642 RSUs previously awarded under the Plan and vesting in February 2026. The above awards shall vest (a) if the Reporting Person continues to be an employee of Issuer from grant date through vesting date or (b) in the event of his disability or death. The above awards are conditioned upon positive operating income in the last full calendar year of the restricted period except in the case of death or disability.

**Remarks:**

Vincent A. Mercaldi, 02/20/2024  
Attorney-in-Fact  
 \*\* 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.