



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

**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 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)*

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer                       Accelerated filer                       Non-accelerated filer                       Smaller reporting company  
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of Registration Fee
Common Stock, par value \$0.01 per share	60,000,000 shares	\$ 13.89	\$ 833,400,000	\$ 32,753
Preferred Stock Purchase Rights (3)	60,000,000 rights	(4)	(4)	(4)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of the Common Stock of CenterPoint Energy, Inc., along with the associated Preferred Stock Purchase Rights, that may become issuable under the CenterPoint Energy Savings Plan as a result of stock splits, stock dividends or other similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the CenterPoint Energy Savings Plan.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) of the Securities Act based upon the average of the high and low prices of the Common Stock of CenterPoint Energy, Inc. as reported on The New York Stock Exchange Composite Tape on March 14, 2008.
- (3) Each share of Common Stock to be registered includes one associated Preferred Stock Purchase Right.
- (4) No separate consideration is payable for the Preferred Stock Purchase Rights. Therefore, the registration fee for such securities is included in the registration fee for the Common Stock.



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**REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, to register an additional 60,000,000 shares of Common Stock issuable pursuant to the CenterPoint Energy Savings Plan (the "Plan"). The contents of the Registration Statement on Form S-8 of CenterPoint Energy, Inc. filed on May 28, 2004 (No. 333-115976), as amended by Post-Effective Amendment No. 1 to such Registration Statement filed on December 14, 2007, relating to the Plan are incorporated by reference into this Registration Statement.

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 8. Exhibits**

The following documents are filed as part of this Registration Statement or incorporated by reference herein:

<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.	333-69502	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. dated January 24, 2008	1-31447	3.1
4.4* - -	Form of CenterPoint Energy Stock Certificate	Registration Statement on Form S-4 of CenterPoint Energy, Inc.	333-69502	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 this registration statement)			

\* Incorporated herein by reference as indicated.

The registrant undertakes that the 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 Plan to be qualified under Section 401 of the Internal Revenue Code have been or will be made.

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## 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on March 17, 2008.

CENTERPOINT ENERGY, INC.  
(Registrant)

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

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David M. McClanahan, Scott E. Rozzell and Rufus S. Scott, and each of them severally, his or her true and lawful attorney or attorneys-in-fact and agents, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in any and all capacities, any or all amendments (including pre-effective and post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority, to do and perform in the name and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement 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)	March 17, 2008
<u>/s/ Gary L. Whitlock</u> Gary L. Whitlock	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 17, 2008
<u>/s/ Walter L. Fitzgerald</u> Walter L. Fitzgerald	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	March 17, 2008
<u>/s/ Milton Carroll</u> Milton Carroll	Director	March 17, 2008
<u>/s/ Donald R. Campbell</u> Donald R. Campbell	Director	March 17, 2008
<u>/s/ Derrill Cody</u> Derrill Cody	Director	March 17, 2008
<u>/s/ O. Holcombe Crosswell</u> O. Holcombe Crosswell	Director	March 17, 2008

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Janiece M. Longoria</u> Janiece M. Longoria	Director	March 17, 2008
<u>/s/ Thomas F. Madison</u> Thomas F. Madison	Director	March 17, 2008
<u>/s/ Robert T. O'Connell</u> Robert T. O'Connell	Director	March 17, 2008
<u>/s/ Michael E. Shannon</u> Michael E. Shannon	Director	March 17, 2008
<u>/s/ Peter S. Wareing</u> Peter S. Wareing	Director	March 17, 2008
<u>/s/ Sherman M. Wolff</u> Sherman M. Wolff	Director	March 17, 2008

Pursuant to the requirements of the Securities Act of 1933, the Benefits Committee has duly caused this Registration Statement to be signed on behalf of the CenterPoint Energy Savings Plan by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on March 17, 2008.

CENTERPOINT ENERGY SAVINGS PLAN

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

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March 17, 2008

001166.1401

CenterPoint Energy, Inc.  
1111 Louisiana  
Houston, Texas 77002

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (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 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.
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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 Registration Statement on Form S-8 of our reports dated February 28, 2008, relating to i) the consolidated financial statements of CenterPoint Energy, Inc. and subsidiaries (the "Company") (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 of the Company, and iii) the effectiveness of CenterPoint Energy, Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2007, and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Deloitte & Touche LLP

Houston, Texas  
March 17, 2008