

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): OCTOBER 21, 2002

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) 207-3000

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibit is filed herewith:

99.1 CenterPoint Energy, Inc. Slide Presentation

ITEM 9. REGULATION FD DISCLOSURE.

A copy of a slide presentation that CenterPoint Energy, Inc. expects will be presented to various members of the utility industry and the financial and investment community at the 37th Annual Edison Electric Institute Financial Conference is attached to this report as Exhibit 99.1. A copy of the slide presentation will also be available on CenterPoint Energy's website, www.centerpointenergy.com. The slide presentation is being furnished, not filed, pursuant to Regulation FD. Accordingly, the slide presentation will not be incorporated by reference into any registration statement filed by CenterPoint Energy under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the slide presentation is not intended to, and does not, constitute a determination or admission by CenterPoint Energy that the information in the slide presentation is material or complete, or that investors should consider this information before making an investment decision with respect to any security of CenterPoint Energy or any of its affiliates.

Some of the statements in the slide presentation are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. In some cases, you can identify our forward-looking statements by the words "anticipates," "believes," "continue," "could," "estimates," "expects," "forecast," "goal," "intends," "may," "objective," "plans," "potential," "predicts," "projection," "should," "will," or other similar words.

We have based our forward-looking statements on our management's beliefs and assumptions based on information available at the time the statements are made. We caution you that assumptions, beliefs, expectations, intentions and projections about future events may and often do vary materially from actual results. Therefore, actual results may differ materially from those expressed or implied by our forward-looking statements. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement, and we undertake no obligation to update or revise publicly any forward-looking statements.

In addition to the matters described in the slide presentation, the following list identifies some of the factors that could cause actual results to differ from those expressed or implied by our forward-looking statements:

- o state, federal and international legislative and regulatory actions or developments, including deregulation, re-regulation and restructuring of the electric utility industry, changes in or application of laws or regulations applicable to other aspects of our business and actions with respect to, among other things:
 - o approval of stranded costs;
 - o allowed rates of return;
 - o rate structures;
 - o recovery of investments; and
 - o operation and construction of facilities;
- o non-payment for our services due to financial distress of our customers;
- o the successful and timely completion of our capital projects;
- o industrial, commercial and residential growth in our service territory and changes in market demand and demographic patterns;

- o changes in business strategy or development plans;
- o unanticipated changes in interest rates or rates of inflation;
- o unanticipated changes in operating expenses and capital expenditures;
- o weather variations and other natural phenomena;
- o commercial bank and financial market conditions, our access to capital, the cost of such capital, receipt of certain approvals under the 1935 Act and the results of our financing and refinancing efforts, including availability of funds in the debt capital markets;
- o actions by rating agencies;
- o legal and administrative proceedings and settlements;
- o changes in tax laws;
- o significant changes in our relationship with our employees, including the availability of qualified personnel and the potential adverse effects if labor disputes or grievances were to occur;
- o significant changes in critical accounting policies material to us;
- o acts of terrorism or war, including any direct or indirect effect on our business resulting from terrorist attacks such as occurred on September 11, 2001 or any similar incidents or responses to those incidents;
- o the availability and price of insurance;
- o the outcome of the pending securities lawsuits against Reliant Energy, Incorporated and Reliant Resources, Inc.;
- o the outcome of the SEC investigation relating to the treatment in our consolidated financial statements of certain activities of Reliant Resources, Inc.;
- o the reliability of the systems, procedures and other infrastructure necessary to operate the retail electric business in our service territory, including the systems owned and operated by the independent system operator in the Electric Reliability Council of Texas, Inc.;
- o political, legal, regulatory and economic conditions and developments in the United States; and
- o other factors discussed in our filings with the SEC.

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: October 21, 2002

By: /s/ James S. Brian

James S. Brian
Senior Vice President and
Chief Accounting Officer

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
99.1	CenterPoint Energy, Inc. Slide Presentation



*37th Annual EEI Financial Conference
October, 2002*

www.CenterPointEnergy.com



Special Note Regarding Forward-Looking Statements

Some of the statements in this presentation are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Although CenterPoint Energy believes that the expectations and the underlying assumptions reflected in its forward-looking statements are reasonable, there can be no assurance that these expectations will prove to be correct. Forward-looking statements involve a number of risks and uncertainties, and actual results may differ materially from the results discussed in the forward-looking statements.

The following are some of the factors that could cause actual results to differ materially from those expressed or implied in CenterPoint Energy's forward-looking statements:

- state, federal and international legislative and regulatory developments, including deregulation; re-regulation and restructuring of the electric utility industry; and changes in, or application of environmental, siting and other laws and regulations to which we are subject,
- the effects of competition, including the extent and timing of the entry of additional competitors in our markets,
- industrial, commercial and residential growth in our service territories,
- our pursuit of potential business strategies, including acquisitions or dispositions of assets or the development of additional power generation facilities,
- state, federal and other rate regulations in the United States and in foreign countries in which we operate or into which we might expand our operations,
- the timing and extent of changes in commodity prices, particularly natural gas,
- weather variations and other natural phenomena,
- political, legal and economic conditions and developments in the United States and in foreign countries in which we operate or into which we might expand our operations, including the effects of fluctuations in foreign currency exchange rates,
- financial market conditions and the results of our financing efforts,
- any direct or indirect effect on our business resulting from the September 11, 2001 terrorist attacks or any similar incidents or responses to such incidents
- the performance of our projects, and
- other factors we discuss in our filings with the SEC.

The words "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "predict," "should," "will," "expect," "objective," "projection," "forecast," "goal," and other similar words are intended to identify Reliant Energy's (CenterPoint Energy's) forward-looking statements.



David M. McClanahan

President and Chief Executive Officer

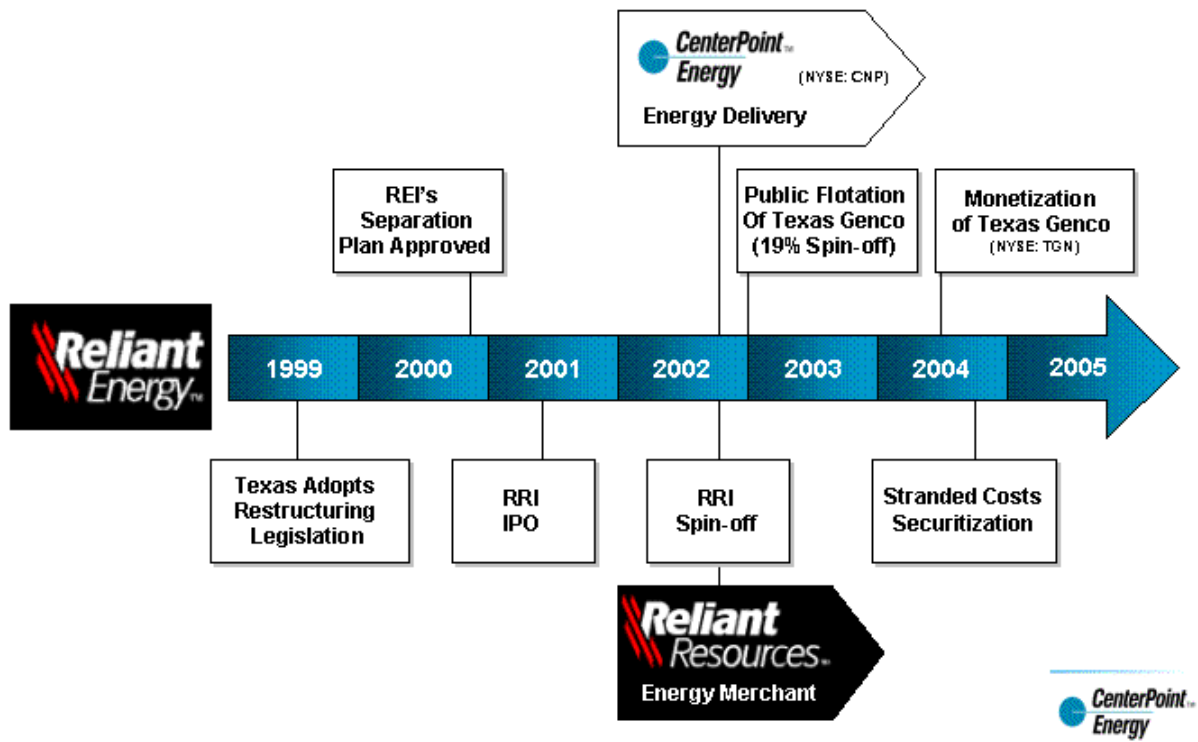
Gary L. Whitlock

Executive Vice President and Chief Financial Officer

Marianne Paulsen

Director, Investor Relations

Transition Timeline

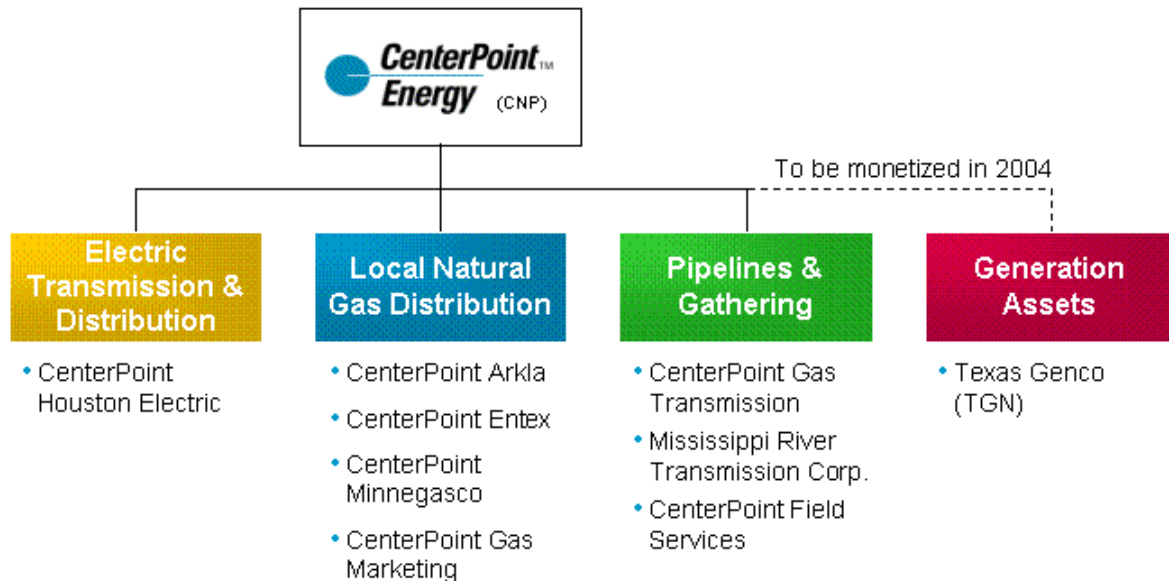


CenterPoint Energy – Investment Highlights

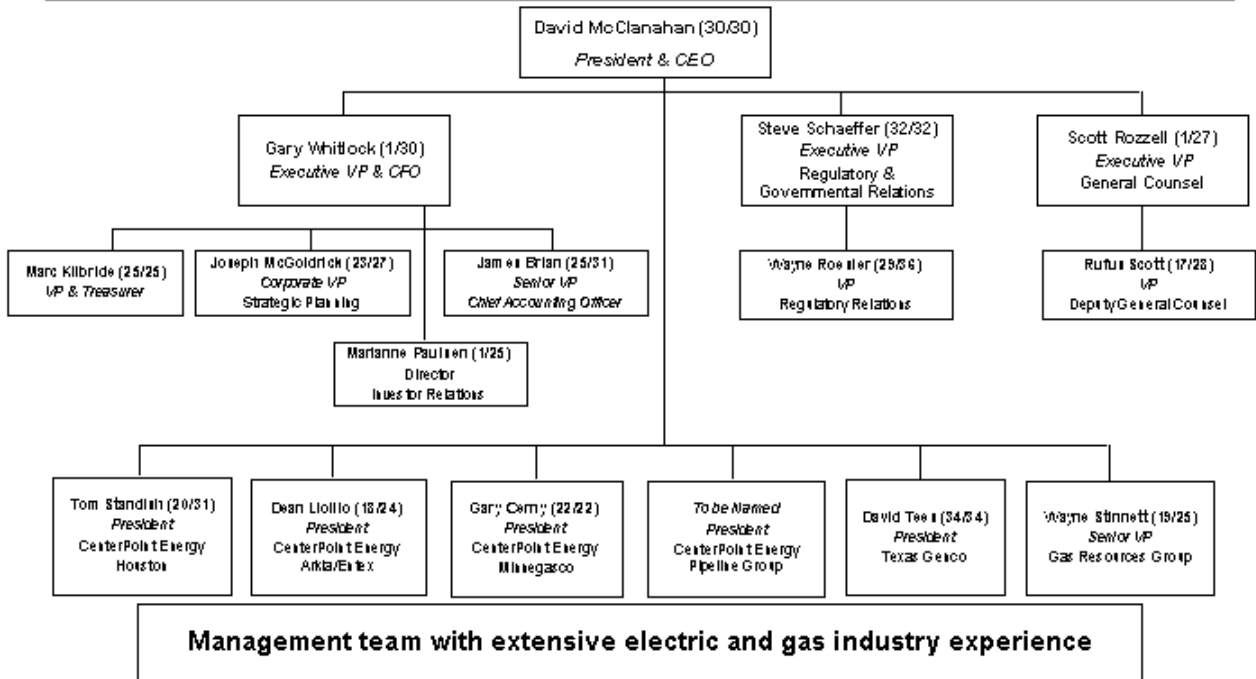
- **Large-scale, diversified business focused on regulated energy delivery**
 - 4.8 million metered distribution customers in 6 states
 - Balanced mix of electric and natural gas assets
- **Attractive service territories; diversified economic and regulatory risk**
- **Lower risk profile compared to other combination gas/electric companies**
 - In new Texas market the transmission and distribution utility (TDU) has no electric commodity obligation or provider of last resort (POLR) risk
 - Low gas commodity risk exposure at gas Local Distribution Companies (LDCs)
- **Consistent, predictable earnings and cash flow**
- **Texas law provides return on generation assets through Excess Cost Over Market (ECOM) provision**
- **Clear path to full recovery of generation investment and deleveraging of balance sheet**
- **Focused on near-term improvement of existing businesses**



Business Focus on Energy Delivery



Depth of Management Expertise

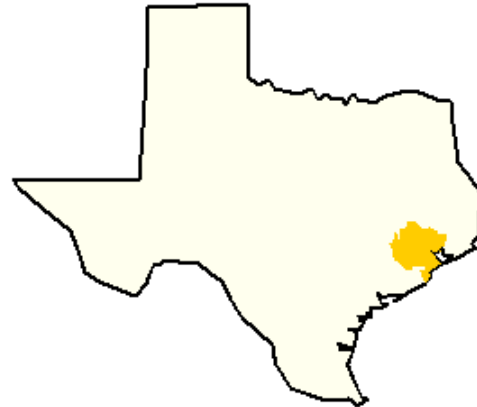


Note: Numbers in parentheses indicate years with company/years of business experience.



Electric Transmission & Distribution

- Texas market restructured 1/1/02
- 1.8 million metered distribution customers
- High growth Houston/Gulf Coast service territory
- No electric commodity price risk
- Reputation for reliability and high quality service
 - \$1.3 billion invested during last 5 years
 - Exceeds regulatory reliability standards
 - 2001 EEI "Emergency Response Award"
- 11.25% authorized ROE

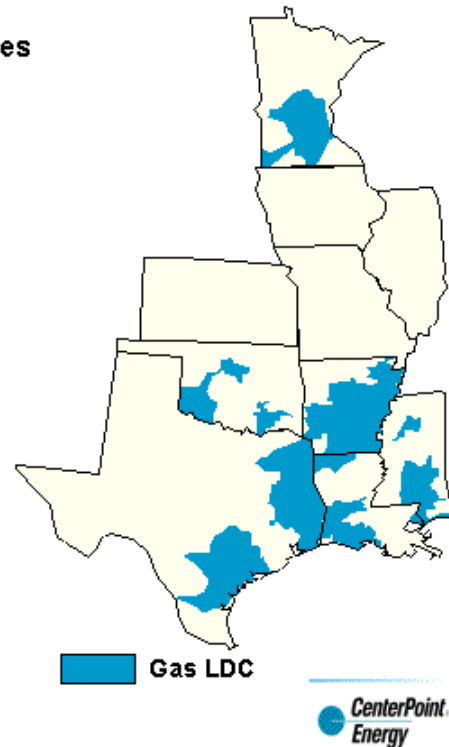


 Electric TDU



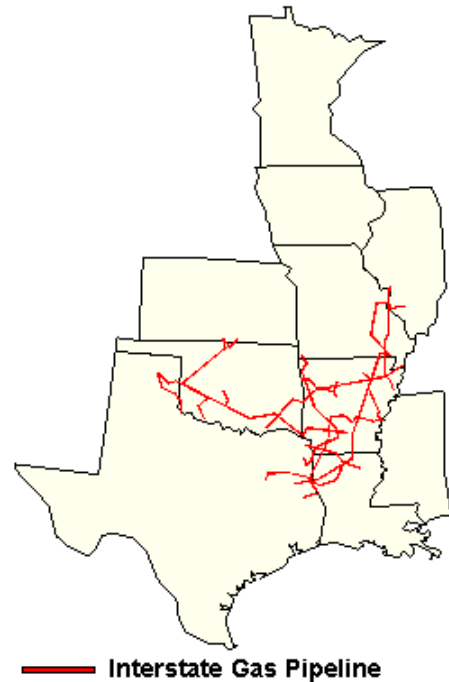
Natural Gas Distribution

- **3 million metered distribution customers in six states**
- **5% of nationwide total gas distribution**
- **High growth, diverse service territories**
- **Low gas price exposure**
- **Aggressively seeking rate adjustments**
 - \$42 million rate increases approved in 2002
 - \$14 million rate increase application pending in Oklahoma
- **Relatively new infrastructure**
 - Greater than 50% constructed after 1980
- **Industry leading customer satisfaction ratings**
 - 85% customer satisfaction at Minnegasco in 2001



Pipelines and Gathering

- 8,200 miles of transmission pipelines transporting over 1 Tcf annually
- Seven gas storage facilities
- 4,300 miles of gas gathering pipeline which handles over 310 Bcf annually
- Stable cash flow and earnings
- Growing revenues and margins
- Industry leading customer satisfaction ratings
 - Mississippi River Transmission voted #1 pipeline (a)



(a) 2001 Mastio Customer Satisfaction Survey

Texas Genco

- 14,000 MW of diverse, well-maintained generating assets
- Highly attractive, low-cost, solid-fuel baseload portfolio
- Flexible, load-following gas fleet
- Capacity prices improved in October '02 auctions for '03 sales
- Texas law provides return on generation assets through ECOM (recorded at the electric utility)
- Rationalizing costs with recent announcement to mothball 3,400 MW of old gas-fired generation; projected to save \$20MM in 2003

Portfolio (MW)	Base	Cyclic/		Total
		Intermediate	Peak	
Gas/Oil	-	3,474	354	3,828
Gas	162	4,832	501	5,495
Nuclear	770	-	-	770
Lignite	1,612	-	-	1,612
Coal	2,470	-	-	2,470
	5,014	8,306	855	14,175



Strategic Plan Going Forward

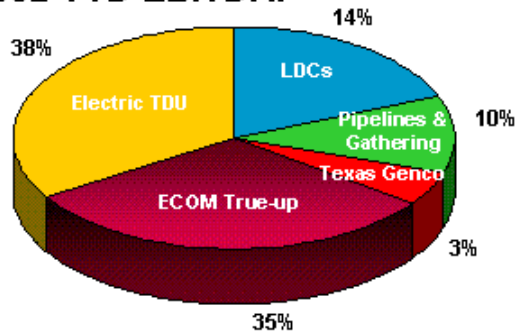
- **CenterPoint has developed a comprehensive strategic plan designed to guide us through the transition and drive business performance as well as help us plan and allocate resources**
- **Key Features of the CenterPoint Strategy**
 - Focused on energy delivery
 - Driven by external measures of success
 - Recognizes our near term challenges
 - Positions us to grow as we implement standard business model and best practices
- **Three key themes resonate throughout the Company**
 - One Company
 - Get it Right
 - Grow



2002 Year-to-date Performance (9/30/2002)

(\$ in millions, except per share amounts)

2002 YTD EBITDA:



Total YTD EBITDA: \$ 1,532

2002 Diluted EPS Guidance \$1.30-\$1.35

2002 YTD RESULTS

EBITDA	\$1,532
D&A	461
EBIT	<u>1,071</u>
Interest Expense	428
Other	42
Income Taxes	<u>207</u>
Income from Continuing Operations	<u>\$ 394</u>

EPS \$1.32

Annualized dividend: \$0.64/share



CNP Capitalization (Pro Forma for RRI Spin)

(\$ in millions)	9/30/02
Short-term debt	\$4,555
Long-term debt	5,306
Total debt	\$9,861
Less securitization bonds	(736)
Net debt	9,125
Trust preferred securities	706
Shareholders' equity (Pro Forma for RRI Spin-off)	1,900
Total Capitalization	\$11,731
Net Debt/Capitalization	78%
2005 Net Debt / Capitalization Target	55-60%
TDU Senior Secured Credit Ratings (Moody's / S&P / Fitch)	A3 / BBB / BBB+
Senior Unsecured Credit Ratings (Moody's / S&P / Fitch)	Baa2 / BBB- / BBB-
<i>All ratings are on negative watch</i>	

*Assumes the sale of Texas Genco and securitization of stranded costs.



Business/Financial Strategy

Near-Term

- **Maximize returns**
 - Reduce costs and improve productivity
 - Obtain rate relief at gas LDCs
 - Capture growth in existing service territories
 - Implement new business model for corporate and shared services
- **Optimize cash flow**
 - Prioritize and defer discretionary capital expenditures through disciplined commitment review process
 - Adopt common business models and take advantage of company scale
- **Strengthen the balance sheet**
 - Monetize Texas Genco
 - Securitize stranded costs
 - Reduce debt

Longer-Term

- **Growth through participation in industry consolidation**
- **Capitalize on opportunities related to core assets and skills**



2002 vs 2003 Cash Requirements

- **2002 cash needs driven by the following:**
 - Large capital expenditures (nearly \$900MM)
 - Negative working capital as factoring agreement terminated
 - Low capacity prices at Texas Genco
 - Full pre-spin common dividend for two quarters
 - Low performance at Arkla
- **2003 cash needs to be down substantially:**
 - Substantially lower capital expenditures (at least \$200 million lower)
 - No incremental working capital needs
 - Higher capacity prices at Texas Genco
 - Full year effect of lower dividend
 - Planned improvement at LDCs, TDU and Texas Genco operations

Financing Initiatives

- **Successfully negotiated new, one-year facilities totaling \$4.7 billion with a 30 bank syndicate on October 10, 2002**
- **Facilities are reduced by \$600 million in February, 2003, \$450 million in April, 2003 and \$600 million in June, 2003**
- **CNP is required to raise \$400 million of third party capital to replace maturing debt by November 15, 2002**
- **The Company recognizes the challenge in raising capital in the current market, but remains confident in its ability to execute this plan**
- **Longer term, the deleveraging story has not changed:**
 - Clear path provided by Texas law
 - Monetization of Texas Genco expected in 2004
 - Stranded cost securitization expected in late 2004
 - Combined proceeds to pay down debt
 - Estimated debt/capital ratio of 55 - 60% by 2005



Stranded Cost Illustrative Calculation

(Note: Illustrates calculation methodology only. Actual values will not be determined until time of stranded cost filing in early 2004)

	(\$ in millions)
Net regulated book value at 12/31/01 (after mitigation)	\$3,200
Environmental expenditures (Jan. '02 - May '03)	300
Reversal of T&D redirected depreciation	840
Excess mitigation credits (Jan. '02 - June '04)	XXX
ECOM (2002 - 2003) ^(a)	XXX
Other (e.g. fuel under/over recovery, above market purchased power, less retail clawback)	XXX
Total items to reconcile at true-up	\$XXX
Market value of Texas Genco ^(b)	(XXX)
Amount to recover through securitization	\$XXX

^(a) Represents the difference between market prices received in the Texas PUC auctions and earlier estimates of those prices in the PUC's ECOM model.

^(b) Equal to the average daily closing price of Texas Genco for the 30 consecutive trading days chosen by the PUC out of the 120 trading days immediately preceding the true-up filing, plus a control premium of up to 10%.



Why CenterPoint Energy?

- **The company recognizes the challenge in its financing plan, but is highly committed to and focused on its execution**
- **As investors begin to see past the liquidity concerns, CenterPoint Energy is a compelling story with business risk among the lowest in the utility sector**
 - A large scale energy delivery company with attractive service territories and diversified assets
 - Owns generation until 2004, but is hedged via non-cash return (ECOM)
 - CNP is not a merchant generator or a trader
 - CNP is out of the international business except for small Argentine investment
 - In new Texas market TDU has no electric commodity risk and is not the Provider of Last Resort (POLR)
 - LDCs recover commodity costs through purchased gas adjustment clauses
 - 10 -11+% allowed ROEs
- **In 2004, the deleveraging events allow CNP to significantly strengthen its balance sheet and positions the company for growth**





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