

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 No.)

**1111 Louisiana
Houston, Texas**
(Address of Principal Executive Offices)

77002
(Zip Code)

CENTERPOINT ENERGY, INC. STOCK PLAN FOR OUTSIDE DIRECTORS
(Full title of the plan)

Rufus S. Scott
Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary
**1111 Louisiana
Houston, Texas 77002**
(Name and address of agent for service)

(713) 207-1111
(Telephone number, including area code, of agent for service)

Copy to:

Gerald M. Spedale
Baker Botts L.L.P.
One Shell Plaza
910 Louisiana
Houston, Texas 77002-4995
(713) 229-1234

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.

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 (3)	350,000 shares	\$17.67	\$6,184,500	\$718.03

(1) Pursuant to Rule 416 under the Securities Act of 1933, 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 plan as a result of the

antidilution provisions thereof.

- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) of the Securities Act based upon the average of the high and low prices of the Common Stock of CenterPoint Energy, Inc. as reported by the New York Stock Exchange on April 18, 2011.
 - (3) Each share of Common Stock to be registered includes one associated preferred stock purchase right. No separate consideration is payable for the preferred stock purchase rights.
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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 350,000 shares of common stock of CenterPoint Energy, Inc. (“CenterPoint Energy”) issuable pursuant to the CenterPoint Energy, Inc. Stock Plan for Outside Directors (as amended, the “Plan”). These shares are in addition to the 250,000 shares of common stock of CenterPoint Energy registered pursuant to the Registration Statement on Form S-8 (No. 333-105773) relating to the Plan filed on June 2, 2003, and the contents of which are incorporated by reference into this Registration Statement.

Experts

The consolidated financial statements and the related consolidated financial statement schedules, incorporated in this document by reference from CenterPoint Energy’s Annual Report on Form 10-K for the year ended December 31, 2010, and the effectiveness of CenterPoint Energy’s internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference. Such consolidated financial statements and consolidated financial statement schedules have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

Item 6. Indemnification of Directors and Officers.

Title 1, Chapter 8 of the Texas Business Organizations Code (“TBOC”) and Article V of CenterPoint Energy’s Amended and Restated Bylaws provide CenterPoint Energy with broad powers and authority to indemnify its directors and officers and to purchase and maintain insurance for such purposes. Pursuant to such statutory and Bylaw provisions, CenterPoint Energy has purchased insurance against certain costs of indemnification that may be incurred by it and by its officers and directors.

Additionally, Article IX of CenterPoint Energy’s Restated Articles of Incorporation provides that no director of CenterPoint Energy is liable to CenterPoint Energy or its shareholders for monetary damages for any act or omission in the director’s capacity as director, except as required by law as in effect from time to time. Currently, Section 7.001 of the TBOC requires that liability be imposed for the following actions: (i) any breach of such director’s duty of loyalty to CenterPoint Energy or its shareholders, (ii) any act or omission not in good faith that constitutes a breach of duty of such director to CenterPoint Energy or that involves intentional misconduct or a knowing violation of law, (iii) a transaction from which such director received an improper benefit, regardless of whether or not the benefit resulted from an action taken within the scope of the director’s duties or (iv) an act or omission for which the liability of a director is expressly provided for by statute.

Article IX also provides that any subsequent amendments to Texas statutes that further limit the liability of directors will inure to the benefit of the directors, without any further action by shareholders. Any repeal or modification of Article IX shall not adversely affect any right of protection of a director of CenterPoint Energy existing at the time of the repeal or modification.

Item 8. Exhibits.

The following documents are filed as part of this Registration Statement on Form S-8 or incorporated by reference herein:

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<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*	Restated Articles of Incorporation of CenterPoint Energy	CenterPoint Energy's Form 8-K dated July 24, 2008	1-31447	3.2
4.2*	Amended and Restated Bylaws of CenterPoint Energy	CenterPoint Energy's Form 10-K for the year ended December 31, 2010	1-31447	3(b)
4.3*	Rights Agreement dated as of January 1, 2002 between CenterPoint Energy, Inc. and JPMorgan Chase Bank, as Rights Agent	CenterPoint Energy's Form 10-K for the year ended December 31, 2001	1-31447	4.2
4.4*	Form of CenterPoint Energy, Inc. Stock Certificate	CenterPoint Energy's Registration Statement on Form S-4	333-69502	4.1
4.5*	CenterPoint Energy, Inc. Stock Plan for Outside Directors (including the First Amendment thereto)	CenterPoint Energy's Definitive Proxy Statement on Schedule 14A filed on March 11, 2011	1-31447	Appendix A
4.6	Second Amendment to CenterPoint Energy, Inc. Stock Plan for Outside Directors			
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 herein)			

* Incorporated herein by reference as indicated.

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 the 21st day of April, 2011.

CENTERPOINT ENERGY, INC.

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 Gary L. Whitlock, David M. McClanahan and Rufus S. Scott, and each of them, each of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them 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 indicated on April 21, 2011.

<u>Signature</u>	<u>Title</u>
<u>/s/ David M. McClanahan</u> David M. McClanahan	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Gary L. Whitlock</u> Gary L. Whitlock	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Walter L. Fitzgerald</u> Walter L. Fitzgerald	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Donald R. Campbell</u> Donald R. Campbell	Director
<u>/s/ Milton Carroll</u> Milton Carroll	Director
<u>/s/ O. Holcombe Crosswell</u> O. Holcombe Crosswell	Director

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<u>Signature</u>	<u>Title</u>
<hr/> <i>/s/ Michael P. Johnson</i> <hr/> Michael P. Johnson	Director
<hr/> <i>/s/ Janiece M. Longoria</i> <hr/> Janiece M. Longoria	Director
<hr/> <i>/s/ Susan O. Rheney</i> <hr/> Susan O. Rheney	Director
<hr/> <i>/s/ R.A. Walker</i> <hr/> R.A. Walker	Director
<hr/> <i>/s/ Peter S. Wareing</i> <hr/> Peter S. Wareing	Director
<hr/> <i>/s/ Sherman M. Wolff</i> <hr/> Sherman M. Wolff	Director

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* Incorporated herein by reference as indicated.

CENTERPOINT ENERGY, INC
STOCK PLAN FOR OUTSIDE DIRECTORS
(As Amended and Restated Effective May 7, 2003)

Second Amendment

WHEREAS, CenterPoint Energy, Inc., a Texas corporation, maintains, and shareholders of the Company have approved, the CenterPoint Energy, Inc. Stock Plan for Outside Directors, as amended and restated effective May 7, 2003, and as thereafter amended (the "Plan"); and

WHEREAS, the Company has reserved the right under Section 6.1 to amend the Plan, subject to prior approval by the Company's shareholders to the extent such approval is determined to be required by applicable legal and/or stock exchange requirements; and

WHEREAS, the Company desires to amend the Plan to increase the number of shares of common stock of the Company ("Common Stock") available for issuance under the Plan; and

WHEREAS, an increase in the number of shares of Common Stock available under the Plan is subject to approval by the shareholders of the Company;

NOW, THEREFORE, in consideration of the foregoing, subject to approval by the shareholders of the Company at the April 21, 2011 Annual Meeting of Shareholders, effective as of April 21, 2011, (i) the number of shares of Common Stock available for issuance under the Plan is hereby increased by 350,000 shares and (ii) the first two sentences of Section 3.2 of the Plan are hereby amended to read as follows:

"The aggregate number of shares of Common Stock which may be issued or delivered under this Plan shall not exceed 700,000 shares, subject to adjustment as hereinafter provided. All or any part of such authorized shares may be issued pursuant to Stock Awards."

IN WITNESS WHEREOF, CenterPoint Energy, Inc. has caused these presents to be executed by its duly authorized officer in a number of copies, all of which shall constitute one and the same instrument, which may be sufficiently evidenced by any executed copy hereof, on this 21st day of April, 2011, and effective as of April 21, 2011.

CENTERPOINT ENERGY, INC.

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

ATTEST:

/s/ Richard Dauphin
Richard Dauphin
Assistant Corporate Secretary

BAKER BOTTS LLP

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April 21, 2011

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 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 350,000 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company (the "Common Stock") and associated rights to purchase shares of Series A Preferred Stock, par value \$0.01 per share, of the Company, issuable pursuant to the CenterPoint Energy, Inc. Stock Plan for Outside Directors (as amended, the "Plan"), certain legal matters in connection with the Shares subject to original issuance by the Company therewith 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 Articles of Incorporation and Amended and Restated Bylaws, each as amended to date, the Plan, corporate records of the Company, including minute books of the Company, 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. In giving the opinions below, 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 and correct 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 not be 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. In the case of Shares originally issued by the Company pursuant to the provisions of the Plan following due authorization of a particular award thereunder by the Board of Directors of the Company or a duly constituted and acting committee thereof (the "Board") as provided in and in accordance with the Plan, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company. Upon issuance and delivery of such Shares from time to time pursuant to the terms of the Plan and such award at the
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end of the applicable Restriction Period as defined in and established under the Plan, for the consideration fixed by the Board, including services provided by the director to whom the Shares are issued and the other benefits to the Company contemplated by the Plan, such Shares will be validly issued, fully paid and nonassessable.

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

The opinions set forth above are limited in all respects to matters of the laws of the State of Texas. We hereby consent to the filing of this opinion with the Commission 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 March 1, 2011, relating to the consolidated financial statements and financial statement schedules of CenterPoint Energy, Inc. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2010, and to the reference to us under the heading "Experts" in this Registration Statement.

/s/ Deloitte & Touche LLP

Houston, Texas

April 21, 2011