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

POST-EFFECTIVE AMENDMENT NO. 5
ON FORM S-8
TO FORM S-4
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

CENTERPOINT ENERGY, INC.
(Exact name of registrant as specified in its charter)
D/B/A RELIANT ENERGY, INCORPORATED

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)

RELIANT ENERGY, INCORPORATED SAVINGS PLAN
HOUSTON INDUSTRIES INCORPORATED LONG-TERM INCENTIVE COMPENSATION PLAN
RELIANT ENERGY, INCORPORATED 1994 LONG-TERM INCENTIVE COMPENSATION PLAN
HOUSTON INDUSTRIES INCORPORATED STOCK PLAN FOR OUTSIDE DIRECTORS
(Full title of the plan)

Rufus S. Scott
Assistant Corporate Secretary
1111 Louisiana
Houston, Texas 77002
(Name and address of agent for service)

Telephone number, including area code, of agent for service: (713) 207-3000

This Post-Effective Amendment on Form S-8 to the Registration Statement on Form S-4 (Registration No. 333-11329) is being filed pursuant to the provisions of Rule 401(e) under the Securities Act of 1933, as amended (the "Securities Act"), and the procedures described herein and covers 5,822,017 shares of the Registrant's common stock, par value \$0.01 per share, including associated preferred share purchase rights (864,073 shares under the Reliant Energy, Incorporated Savings Plan, 338,313 shares under the Houston Industries Incorporated Long-Term Incentive Compensation Plan, 4,562,131 shares under the Reliant Energy, Incorporated 1994 Long-Term Incentive Compensation Plan and 57,500 shares under the Houston Industries Incorporated Stock Plan for Outside Directors). The registration fee in respect of such shares of common stock was paid at the time of the original filing of the Registration Statement on Form S-4 relating to the common stock. The Minnegasco Division Employees' Retirement Savings Plan, the Houston Industries Energy, Inc. Long-Term Project Incentive Compensation Plan, the

Houston Industries Incorporated Stock Benefit Plan and the NorAm Energy Corp. Employee Savings and Investment Plan, which were originally included in this Registration Statement have been terminated. As of September 4, 2002, there were 321,053 remaining unsold shares on the Form S-4 Registration Statement that had not been reallocated pursuant to Post-Effective Amendment Nos. 1, 2, 3 and 4.

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 Reliant Energy, Incorporated Savings Plan described herein.

This Post-Effective Amendment to the Registration Statement on Form S-8 is being filed pursuant to Rule 414 under the Securities Act of 1933 by the Registrant, the successor to Reliant Energy, Incorporated, a Texas corporation, following a merger to effect a holding company reorganization effective as of August 31, 2002. The Registrant hereby expressly adopts the Registration Statement of Reliant Energy on Form S-4 (Registration No. 333-11329), as amended, as its own registration statement for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended, and hereby sets forth any additional information necessary to reflect any material changes made in connection with or resulting from the succession, or necessary to keep this Registration Statement from being misleading in any material respect.

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INTRODUCTORY STATEMENT

Effective August 31, 2002, pursuant to the Agreement and Plan of Merger among Reliant Energy, Incorporated ("Reliant Energy"), Reliant Energy MergerCo, Inc. ("MergerCo") and CenterPoint Energy, Inc. ("CenterPoint Energy" or "Registrant"), MergerCo merged with and into Reliant Energy, as a result of which the outstanding shares of common stock, without par value, of Reliant Energy were exchanged automatically on a share-for-share basis for shares of common stock, par value \$0.01 per share, of CenterPoint Energy, and Reliant Energy became a subsidiary of CenterPoint Energy.

Accordingly, all stock issued under the Reliant Energy, Incorporated Savings Plan, the Houston Industries Incorporated Long-Term Incentive Compensation Plan, the Reliant Energy, Incorporated 1994 Long-Term Incentive Compensation Plan and the Houston Industries Incorporated Stock Plan For Outside Directors (collectively, the "Plans") will be shares of the common stock of CenterPoint Energy rather than shares of the common stock of Reliant Energy. Additionally, the sponsor of the Plans will be CenterPoint Energy rather than Reliant Energy.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The document(s) containing the plan information required by Item 1 of Form S-8 and the statement of availability of registrant information and any other information required by Item 2 of Form S-8 will be sent or given to participants as specified by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Post-Effective Amendment to Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The Registrant shall maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the Registrant shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Commission by Reliant Energy (File No. 1-3187) or CenterPoint Energy pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or as otherwise indicated, are hereby incorporated in this Registration Statement by reference:

- (1) CenterPoint Energy's Annual Report on Form 10-K for the fiscal year ended December 31, 2001;
- (2) CenterPoint Energy's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2002 and June 30, 2002;
- (3) Reliant Energy's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as amended by Reliant Energy's Annual Report on Form 10-K/A (Amendment No. 1) for the fiscal year ended December 31, 2001, as filed on July 5, 2002;
- (4) Reliant Energy's Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2002 and June 30, 2002;
- (5) Reliant Energy's Current Reports on Form 8-K filed with the SEC on January 11, 2002, March 6, 2002, April 8, 2002, July 5, 2002 and July 15, 2002;
- (6) Item 5 of Reliant Energy's Current Reports on Form 8-K filed with the SEC on February 5, 2002, March 15, 2002, April 29, 2002, July 25, 2002 and August 1, 2002; and
- (7) CenterPoint Energy's Current Report on Form 8-K filed with the SEC on September 3, 2002, which includes a description of CenterPoint Energy's common stock and associated rights to purchase its Series A preferred stock.

All documents filed with the Commission by CenterPoint Energy pursuant to sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained herein or incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Post-Effective Amendment to Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Post-Effective Amendment to Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article 2.02.A.(16) and Article 2.02-1 of the Texas Business Corporation Act and Article V of the Registrant's Amended and Restated Bylaws provide the Registrant 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, the Registrant has purchased insurance against certain costs of indemnification that may be incurred by it and by its officers and directors.

Additionally, Article IX of the Registrant's Amended and Restated Articles of Incorporation provides that a director of the Registrant is not liable to the Registrant for monetary damages for any act or omission in the director's capacity as director, except that Article IX does not eliminate or limit the liability of a director for (i) any breach of such director's duty of loyalty to the Registrant or its shareholders, (ii) any act or omission not in good faith that constitutes a breach of duty of such director to the Registrant or an act or omission that involves intentional misconduct or a knowing violation of law, (iii) a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office 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 the Registrant existing at the time of the repeal or modification.

See "Item 9. Undertakings" for a description of the Commission's position regarding such indemnification provisions.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

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

Report or SEC File or Exhibit	Registration	Registration	Exhibit Number	Document
Description	Statement Number	Reference	-----	-----
-----	4.1*	- Amended and Restated Articles of Registration Statement		
333-69502	3.1	Incorporation of CenterPoint Energy, Inc. on Form S-4 of CenterPoint Energy, Inc.		
	4.2*	- Articles of Amendment to the Amended and Form 10-K of 333-69502		
	3.1.1	Restated Articles of Incorporation of CenterPoint Energy, CenterPoint Energy, Inc. Inc. for the year ended December 31, 2001		
	4.3*	- Amended and Restated Bylaws of CenterPoint Form 10-K of 333-69502		
	3.2	Energy, Inc. CenterPoint Energy, Inc. for the year ended December 31, 2001		
	4.4*	- Rights Agreement dated as of January 1, 2002 Form 10-K of 333-69502		
	4.2	between CenterPoint Energy, Inc. and CenterPoint Energy, JPMorgan Chase Bank, as Rights Agent, Inc. for the year ended December 31, 2001	II-2	

Report or SEC File or Exhibit	Registration	Registration	Exhibit Number	Document
Description	Statement Number	Reference	-----	-----
-----	4.5*	- Statement of Resolution Establishing Series Form 10-K of 333-69502		
	3.3	of Shares designated Series A Preferred CenterPoint Energy, Stock and Form of Rights Certificate Inc. for the year ended December 31, 2001		
	4.6*	- Reliant Energy, Incorporated Savings Plan Form 10-K of Reliant 1-3187		
	10(cc)(1)	(as amended and restated effective April 1, Energy, Incorporated 1999) for the year ended December 31, 1999		
	4.7*	- First Amendment to the REI Savings Plan (as Form 10-Q of Reliant 1-3187		
	10.9	amended and restated effective April 1, Energy, Incorporated 1999) effective as of the dates specified for the quarter ended herein June 30, 2002		
	4.8*	- Second Amendment to the REI Savings Plan (as Form 10-Q of Reliant 1-3187		
	10.10	amended and restated effective April 1, Energy, Incorporated 1999) effective as of the dates specified for the quarter ended herein June 30, 2002		
	4.9*	- Third Amendment to the REI Savings Plan (as Form 10-Q of Reliant 1-3187		
	10.11	amended and restated effective April 1, Energy, Incorporated 1999) effective as of the dates specified for the quarter ended herein June 30, 2002		
	4.10*	- Fourth Amendment to the REI Savings Plan (as Form 10-Q of Reliant 1-3187		
	10.12	amended and restated effective April 1, Energy, Incorporated 1999) effective as of the dates specified for the quarter ended herein June 30, 2002		
	4.11*	- Houston Industries Incorporated Long-Term Form 10-Q of Houston 1-7629		
	10(c)	Incentive Compensation Plan Industries Incorporated for the quarter ended June 30, 1989		
	4.12*	- First Amendment to Long-Term Incentive Form 10-K of Houston 1-7629		
	10(f)(2)	Compensation Plan Industries Incorporated for the year ended December 31, 1989		
	4.13*	- Second Amendment to Long-Term Incentive Form 10-K of Houston 1-7629		
	10(k)(3)	Compensation Plan Industries Incorporated for the year ended December 31, 1992		

Report or
SEC File or
Exhibit
Registration
Registration
Exhibit
Number
Document
Description
Statement
Number
Reference -

4.15* -
Fourth
Amendment
to Long-
Term
Incentive
Form 10-Q
of Reliant
1-3187 10.4
Compensation
Plan,
effective
January 1,
2001
Energy,
Incorporated
for the
quarter
ended June
30, 2002

4.16* -
Reliant
Energy,
Incorporated
1994 Long-
Term Form
10-Q of
Reliant 1-
3187 10.6
Incentive
Compensation
Plan
(Effective
as of
Energy,
Incorporated
January 1,
2002) for
the quarter
ended June
30, 2002

4.17* -
Form of
Stock
Option
Agreement
for Form
10-Q of
Reliant 1-
3187 10.7
nonqualified
options
granted
under the
Energy,
Incorporated
Reliant
Energy,
Incorporated
Long-Term

for the
quarter
ended
Incentive
Compensation
Plan June
30, 2002
4.18* -
Houston
Industries
Incorporated
Stock Plan
Registration
Statement
333-04411
4.4 for
Outside
Directors
on Form S-8
of Houston
Industries
Incorporated
4.19 -
First
Amendment
to Stock
Plan for
Outside
Directors
5.1 -
Opinion of
Baker Botts
L.L.P. 5.2
- 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. 23.1
- Consent
of Deloitte
& Touche
LLP 23.2 -
Consent of
Baker Botts
L.L.P.
(included
in Exhibit
5.1) 24** -
Powers of
Attorney

ITEM 9. UNDERTAKINGS. (a) The undersigned registrant hereby undertakes: (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: (i) To include any prospectus required by section 10(a)(3) of the Securities Act; (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement. (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 6 above, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. II-5

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on September 4, 2002. CENTERPOINT ENERGY, INC. d/b/a RELIANT ENERGY, INCORPORATED (Registrant)

By: /s/ R. Steve Letbetter ----- R. Steve Letbetter, Chairman, President and Chief Executive Officer Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and on the dates indicated. SIGNATURE TITLE DATE ----- /s/ R. Steve Letbetter Chairman, President, September 4, 2002 - ----- Chief Executive R. Steve Letbetter Officer and Director (Principal Executive Officer) /s/ Mark M. Jacobs Executive Vice President September 4, 2002 - ----- and Chief Financial Mark M. Jacobs Officer (Principal Financial Officer) /s/ James S. Brian Senior Vice President September 4, 2002 - ----- and Chief Accounting James S. Brian Officer (Principal Accounting Officer) * Director September 4, 2002 - ----- Milton Carroll * Director September 4, 2002 - ----- John T. Cater II-6

Director September 4, 2002 - ----- O. Holcombe
Crosswell * Director September 4, 2002 - -----
Robert J. Cruikshank Director September 4, 2002 - -----
----- T. Milton Honea Director September 4, 2002 - -----
----- Laree E. Perez *By: /s/ Hugh Rice Kelly Director September 4, 2002 -----
----- Hugh Rice Kelly, Attorney-In-Fact II-7

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Benefits Committee has duly caused this Post-Effective Amendment to be signed on behalf of the Reliant Energy, Incorporated Savings Plan by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on September 4, 2002. RELIANT ENERGY, INCORPORATED SAVINGS PLAN By: /s/ David M. McClanahan

----- David M. McClanahan Chairman of the

Benefits Committee II-8

INDEX TO EXHIBITS

Report or
SEC File or
Exhibit
Registration
Registration
Exhibit
Number
Document
Description
Statement
Number

Reference --

----- 4.1* -

Amended and

Restated

Articles of

Registration

Statement

333-69502

3.1

Incorporation

of

CenterPoint

Energy, Inc.

on Form S-4

of

CenterPoint

Energy, Inc.

4.2* -

Articles of

Amendment to

the Amended

and Form 10-

K of 333-

69502 3.1.1

Restated

Articles of

Incorporation

of

CenterPoint

Energy,

CenterPoint

Energy, Inc.

Inc. for the

year ended

December 31,

2001 4.3* -

Amended and

Restated

Bylaws of

CenterPoint

Form 10-K of

333-69502

3.2 Energy,

Inc.

CenterPoint

Energy, Inc.

for the year

ended

December 31,

2001 4.4* -

Rights

Agreement

dated as of

January 1,

2002 Form

10-K of 333-

69502 4.2

between

CenterPoint

Energy, Inc.

and

CenterPoint

Energy,

JPMorgan

Chase Bank,
as Rights
Agent, Inc.
for the year
ended
December 31,
2001 4.5* -
Statement of
Resolution
Establishing
Series Form
10-K of 333-
69502 3.3 of
Shares
designated
Series A
Preferred
CenterPoint
Energy,
Stock and
Form of
Rights
Certificate
Inc. for the
year ended
December 31,
2001 4.6* -
Reliant
Energy,
Incorporated
Savings Plan
Form 10-K of
Reliant 1-
3187 10(cc)
(1) (as
amended and
restated
effective
April 1,
Energy,
Incorporated
1999) for
the year
ended
December 31,
1999 4.7* -
First
Amendment to
the REI
Savings Plan
(as Form 10-
Q of Reliant
1-3187 10.9
amended and
restated
effective
April 1,
Energy,
Incorporated
1999)
effective as
of the dates
specified
for the
quarter
ended herein
June 30,
2002 4.8* -
Second
Amendment to
the REI
Savings Plan
(as Form 10-
Q of Reliant
1-3187 10.10
amended and
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effective
April 1,
Energy,
Incorporated

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June 30,
2002 4.9* -
Third
Amendment to
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Q of Reliant
1-3187 10.11
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April 1,
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Incorporated
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June 30,
2002 4.10* -
Fourth
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1-3187 10.12
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June 30,
2002 4.11* -
Houston
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Houston 1-
7629 10(c)
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Plan
Industries
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30, 1989

Report or
SEC File or
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Number
Document
Description
Statement
Number

Reference --

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First
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Long-Term
Incentive
Form 10-K of
Houston 1-
7629 10(f)
(2)
Compensation
Plan
Industries
Incorporated
for the year
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1989 4.13* -
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Amendment to
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Houston 1-
7629 10(k)
(3)
Compensation
Plan
Industries
Incorporated
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1992 4.14* -
Third
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Houston 1-
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Compensation
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Industries
Incorporated
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December 31,
1997 4.15* -
Fourth
Amendment to
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3187 10.4
Compensation
Plan,
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January 1,
2001 Energy,
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under the
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Reliant
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Compensation
Plan June
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4.4 for
Outside
Directors on
Form S-8 of
Houston
Industries
Incorporated
4.19 - First
Amendment to
Stock Plan
for Outside
Directors
5.1 -
Opinion of
Baker Botts
L.L.P. 5.2 -
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. 23.1 -
Consent of
Deloitte &
Touche LLP
23.2 -
Consent of
Baker Botts
L.L.P.
(included in
Exhibit 5.1)

Report or
SEC File or
Exhibit
Registration
Registration
Exhibit
Number
Document
Description
Statement
Number
Reference --

- -----

---- 24** -
Powers of
Attorney

- ----- * Incorporated herein by reference as indicated. **
Previously filed.

HOUSTON INDUSTRIES INCORPORATED
STOCK PLAN FOR OUTSIDE DIRECTORS

First Amendment

Houston Industries Incorporated, a Texas corporation (the "Company"), having adopted the Houston Industries Incorporated Stock Plan for Outside Directors, effective May 22, 1996 (the "Plan"), and having reserved the right under Section 6.1 thereof to amend the Plan, does hereby amend the Plan, effective as of August 6, 1997, to read as follows:

- 1. The first sentence of Article I of the Plan is hereby amended to read as follows:

"The purpose of this Houston Industries Incorporated Stock Plan for Outside Directors (the 'Plan') is to provide for a method of compensation of Outside Directors of Houston Industries Incorporated and any successor thereto (the 'Company') that will strengthen the alignment of their financial interests with those of the Company's shareholders through increased ownership of shares of the Company's Common Stock by such Outside Directors."

- 2. The definition of "Company" in Article II is hereby amended in its entirety to read as follows:

"COMPANY means Houston Industries Incorporated, a Texas corporation, and any successor thereto."

IN WITNESS WHEREOF, Houston Industries Incorporated has caused this Amendment to be executed by its duly authorized officers this 26th day of February, 1998, but effective as of August 6, 1997.

HOUSTON INDUSTRIES INCORPORATED

By /s/ Lee W. Hogan

Name: Lee W. Hogan

Title: Executive Vice President

ATTEST:

/s/ Richard B. Dauphin

[LETTERHEAD OF BAKER BOTTS L.L.P.]

September 4, 2002

CenterPoint Energy, Inc.
1111 Louisiana Street
Houston, Texas 77002

Ladies and Gentlemen:

As set forth in Post-Effective Amendment No. 5 on Form S-8 (the "Post-Effective Amendment") to the Registration Statement on Form S-4 (Registration No. 333-11329) to be filed by CenterPoint Energy, Inc. d/b/a Reliant Energy, Incorporated, 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 up to 5,822,017 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company (the "Common Stock") and associated rights to purchase Series A Preferred Stock, par value \$0.01 per share, of the Company (the "Rights"), of which 864,073 Shares (the "Savings Plan Shares") may be offered and sold from time to time pursuant to the Reliant Energy, Incorporated Savings Plan (the "Savings Plan"), 338,313 Shares (the "LICP Shares") may be offered and sold from time to time pursuant to the Houston Industries Incorporated Long-Term Incentive Compensation Plan (the "LICP"), 4,562,131 Shares (the "1994 LICP Shares") may be offered and sold from time to time pursuant to the Reliant Energy, Incorporated 1994 Long-Term Incentive Compensation Plan (the "1994 LICP") and 57,500 Shares (the "Outside Director Plan Shares") may be offered and sold from time to time pursuant to the Houston Industries Incorporated Stock Plan for Outside Directors (the "Outside Director Plan"), certain legal matters in connection with the Shares subject to original issuance by the Company and the Rights associated therewith are being passed upon for you by us. At your request, this opinion is being furnished to you for filing as Exhibit 5 to the Post-Effective Amendment.

In our capacity as your counsel in the connection referred to above, we have examined the Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws of the Company, each as amended to date, the Rights Agreement dated as of January 1, 2002 between the Company and JPMorgan Chase Bank, as Rights Agent (the "Rights Agreement"), as amended to date, and the originals, or copies certified or otherwise identified, of corporate records of the Company, including minute books of the Company as furnished to us by the Company, 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 making our examination, we have assumed that all signatures on 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.

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

1. The Company is a corporation duly organized and validly existing in good standing under the laws of the State of Texas.

2. When and to the extent originally issued by the Company to the Trustee under the Savings Plan from time to time upon purchase by such Trustee and payment therefor in accordance with the terms and provisions of the Savings Plan and the related Reliant Energy, Incorporated Savings Trust, such Savings Plan Shares will be duly authorized, validly issued, fully paid and nonassessable.

3. In the case of LICP Shares and 1994 LICP Shares (collectively, the "Incentive Plan Shares") originally issued by the Company pursuant to the terms of the LICP and the 1994 LICP respectively (collectively, the "Incentive Plans"), following due authorization of a particular award thereunder by a duly constituted and acting committee of the Board of Directors of the Company as provided in and in accordance with the respective Incentive Plan, the Incentive Plan 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 Incentive Plan Shares from time to time pursuant to the terms of such award in accordance with the terms and conditions thereof, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board of Directors of the Company or a duly constituted and acting committee thereof as provided therein, and, in the case of stock options, the exercise thereof and payment for such Incentive Plan Shares as provided therein, such Incentive Plan Shares will be validly issued, fully paid and nonassessable.

4. The Outside Director Plan Shares subject to original issuance by the Company have been duly authorized by all requisite corporate action on the part of the Company and when and to the extent issued and sold from time to time pursuant to the terms and provisions of the Outside Director Plan as compensation for services provided by directors of the Company as provided therein, such Outside Director Plan Shares will be validly issued, fully paid and nonassessable.

5. The issuance of the Rights associated with the Shares referred to in paragraphs 2 through 4 above has been duly authorized by all requisite 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 paragraphs 2 through 4 above and in accordance with the terms of the Rights Agreement, the Rights will be validly issued.

The opinion set forth in paragraph 5 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 related Rights delivered by the Company out of shares and related Rights reacquired by it or purchased other than from the Company by the Trustee under the Savings Plan.

We are members of the Texas Bar and the opinions set forth above are limited in all respects to matters of Texas law as in effect on the date hereof. Additionally, we hereby consent to the filing of this opinion with the Commission as Exhibit 5 to the Post-Effective Amendment. In giving such consent, we do not admit that we are within 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,

BAKER BOTTS L.L.P.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Post-Effective Amendment No. 5 to Registration Statement No. 333-11329 of CenterPoint Energy, Inc. on Form S-8 to Form S-4 of our report dated March 28, 2002, July 3, 2002, as to the effects of the restatement discussed in Note 1 (which expresses an unqualified opinion and includes explanatory paragraphs relating to the restatement described in Note 1 and the change in method of accounting for derivatives and hedging activities), appearing in Amendment No. 1 to the Annual Report on Form 10-K/A of Reliant Energy, Incorporated for the year ended December 31, 2001, and of our report dated March 28, 2002, appearing in the Annual Report on Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001.

DELOITTE & TOUCHE LLP

Houston, Texas
September 3, 2002