

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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<b>1. Name and Address of Reporting Person*</b> <u>CARROLL MILTON</u>  (Last) (First) (Middle) <u>1111 LOUISIANA</u>  (Street) <u>HOUSTON TX 77002</u>  (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) <u>Executive Chairman</u>	
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/19/2020</u>		
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**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	02/19/2020		A		30,250 <sup>(1)</sup>	A	\$26.43	120,771 <sup>(2)</sup>	D	

**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)		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)
				Code	V	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Time-based restricted stock units vesting (i) in February 2023 if the Reporting Person continues to be an employee of Issuer from the grant date through the vesting date; (ii) in the event of his earlier disability or death; or (iii) on a pro-rata basis upon his earlier retirement unless he satisfies various conditions for full vesting.
- Total includes (i) 22,873 time-based restricted stock units ("RSUs") awarded under Issuer's Long-term Incentive Plan (the "Plan") and vesting in February 2020, (ii) 23,906 RSUs awarded under Plan and vesting in February 2021 and (iii) 23,742 RSUs awarded under Plan and vesting in February 2022. The award to vest in 2020 shall vest if Reporting Person continues to be an employee of Issuer from grant date through vesting date and on a pro-rata basis in event of his earlier retirement, disability or death. The awards to vest in 2021 and 2022 shall vest (i) if he continues to be an employee of Issuer from grant date through vesting date and (ii) in event of his disability or death. Also, the awards to vest in 2021 and 2022 shall vest on a pro-rata basis in event of his retirement unless he satisfies conditions for full vesting. For all above awards, Reporting Person is treated as currently retirement eligible.

**Remarks:**

By Vincent A. Mercaldi,  
Attorney-in-Fact 02/21/2020

\*\* 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.**