

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

HOUSTON INDUSTRIES INCORPORATED
(FORMERLY KNOWN AS HOUSTON LIGHTING & POWER COMPANY)
(Exact name of registrant as specified in its charter)

TEXAS 74-0694415
(State of incorporation or organization) (I.R.S. Employer Identification No.)

HOUSTON INDUSTRIES PLAZA
1111 LOUISIANA STREET
HOUSTON, TEXAS 77002
(Address of principal executive offices) (Zip Code)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A.(c)(1), please check the following box.

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(c)(2), please check the following box.

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
----- 7% AUTOMATIC COMMON EXCHANGE SECURITIES DUE 2000	----- NEW YORK STOCK EXCHANGE

Securities to be registered pursuant to Section 12(g) of the Act:

NONE
(Title of class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The class of securities to be registered hereby is the 7% Automatic Common Exchange Securities due 2000 (the "Securities") of Houston Industries Incorporated, a Texas corporation (formerly known as Houston Lighting & Power Company) (the "Company").

A description of the Securities is contained under the caption "Description of the Securities" in the Prospectus filed with the Securities and Exchange Commission (the "Commission") by Houston Industries Incorporated, a Texas corporation and predecessor of the Company, on July 10, 1997, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

ITEM 2. EXHIBITS

The following exhibits are filed with the Commission and the New York Stock Exchange, Inc.:

1. Form of Indenture governing the Securities between the Company and The First National Bank of Chicago (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (Registration No. 333-30443)).
2. Form of Securities (included in Exhibit 1).
3. Description of the Securities on pages 21 through 31 of the Prospectus filed with the Commission on July 10, 1997, which is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

HOUSTON INDUSTRIES INCORPORATED

Date: August 7, 1997

By: /s/ Marc Kilbride

Marc Kilbride
Treasurer