

CARROLL MILTON  
Form 4  
April 29, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CARROLL MILTON

2. Issuer Name and Ticker or Trading Symbol  
CENTERPOINT ENERGY INC  
[CNP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
04/25/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

1111 LOUISIANA

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HOUSTON, TX 77002

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/25/2013		A		5,000 (1) A (2) 45,333 (3)	D	
Common Stock	04/25/2013		A		75,000 (4) A (2) 120,333	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARROLL MILTON 1111 LOUISIANA HOUSTON, TX 77002	X			

## Signatures

Richard B. Dauphin Attorney  
in Fact  
04/29/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Time-based stock unit award under the Long Term Incentive Plan effective as of May 1, 2013. Shares will vest on the first anniversary of the grant date if the reporting person is a director of the Company through such date; provided however, the shares become fully vested in the event of a change of control of issuer.

(2) Price is not applicable.

(3) Includes 5,000 shares of time-based restricted stock awarded in 2012 that will vest on May 1, 2013 if the reporting person is a director of Issuer through such date; provided however, the shares become fully vested in the event of a change of control of issuer.

(4) Shares awarded in connection with Mr. Carroll's compensation arrangements for service as chairman of the board of CenterPoint Energy, Inc. Mr. Carroll was granted a cash award on each of June 1, 2013, June 1, 2014 and June 1, 2015, in an amount equal to the product of (i) 25,000 and (ii) the closing price per share of CenterPoint Energy, Inc.'s common stock (the "Common Stock") on the consolidated reporting system for the New York Stock Exchange on the award date, with each award contingent on his continued service as chairman of the board on the respective award date. At Mr. Carroll's option, he may elect to receive 25,000 shares of Common Stock in lieu of any such cash award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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