

Wareing Peter S
Form 4
May 25, 2007

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 *
Wareing Peter S

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)
05/24/2007

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 or Price | | | |
| Common Stock | 05/24/2007 | | A | 4,000 (1) | 20,000 (3) | D | |
| Common Stock | | | | | 60,000 (4) | I | Elizabeth B. Wareing 1976 Trust |
| Common Stock | | | | | 10,000 (5) | I | Wareing & Company, Ltd. (4) |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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 |
| Wareing Peter S 1111 LOUISIANA HOUSTON, TX 77002 | X | | | |

Signatures

Peter S. Wareing
05/25/2007
**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).
- This common stock is time based restricted stock awarded to outside directors then in office as of June 1, 2007. Shares will vest in
- (1) one-third increments on June 1, 2008, June 1, 2009 and June 1, 2010 if the reporting person is a director of Issuer through such dates; provided however, the shares become fully vested in event of a change of control of issuer.
 - (2) Price is not applicable.
 - (3) Includes 2,000 shares of time based restricted stock awarded in 2005 that will vest in one-half increments on July 1, 2007 and July 1, 2008; and 3,000 shares of time-based restricted stock awarded in 2005 that will vest in one-third increments on June 1, 2007, June 1, 2008 and June 1, 2009 if the reporting person is a director of the Company through such dates; provided, however, the shares become fully vested in the event of a change of control of issuer.
 - (4) Shares of CNP common stock held in trust, of which reporting person's spouse is a trustee and the beneficiary. The filing of this Form 4 shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of such equity securities.

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- (5) The reporting person is a general partner of the partnership that owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.