

CROSSWELL O HOLCOMBE  
 Form 4  
 April 25, 2008

**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 \*  
**CROSSWELL O HOLCOMBE**

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)  
**04/24/2008**

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 Indirect Ownership (Instr. 4)
Common Stock	04/24/2008		A	(A) or (D) V Amount Price 4,000 (1) A (2) 24,647 (3)		D	
Common Stock					3,448	I	By corporation (4)

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

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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
CROSSWELL O HOLCOMBE 1111 LOUISIANA HOUSTON, TX 77002	X			

## Signatures

O. Holcombe  
Crosswell  
04/25/2008

\*\*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 May 1, 2008. Shares will vest in

(1) one-third increments on May 1, 2009, May 1, 2010 and May 1, 2011 if the reporting person is a director of Issuer through such dates; provided however, the shares become fully vested in the event of a change of control of issuer.

(2) Price is not applicable.

Includes 1,000 shares of time-based restricted stock awarded in 2005 that will vest on July 1, 2008; 2,000 shares of time-based restricted stock awarded in 2006 that will vest in 1,000 share increments on June 1, 2008 and June 1, 2009; and 4,000 shares of time-based

(3) restricted stock awarded in 2007 that will vest in 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 the event of a change of control of issuer.

(4) Shares held by a corporation of which the reporting person is president with shared voting power and investment power.

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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