

CENTERPOINT ENERGY INC
 Form 4
 September 01, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 ROZZELL SCOTT E

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)
 1111 LOUISIANA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Gen.Counsel, Corp. Sec

HOUSTON, TX 77002

(City) (State) (Zip)

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

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 | Price | |
| Common Stock | 09/01/2006 | | M | | 14,900 | A \$ 5.64 | 110,482 ⁽¹⁾ D |
| Common Stock | 09/01/2006 | | S | | 14,900 | D \$ 14.4554 | 95,582 ⁽¹⁾ D |
| Common Stock | 09/01/2006 | | M | | 26,000 | A \$ 6.4378 | 121,582 ⁽¹⁾ D |
| Common Stock | 09/01/2006 | | S | | 26,000 | D \$ 14.4518 | 95,582 ⁽¹⁾ D |
| Common Stock | | | | | | | 30,816 ⁽²⁾ I |

By savings plan

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

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 5.64 | 09/01/2006 | | M | 14,900 | ⁽³⁾ 03/03/2013 | Common Stock 14,900 |
| Employee Stock Option (right to buy) | \$ 6.4378 | 09/01/2006 | | M | 26,000 | ⁽⁵⁾ 03/04/2012 | Common Stock 26,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| ROZZELL SCOTT E 1111 LOUISIANA HOUSTON, TX 77002 | Director 10% Owner Officer EVP, Gen.Counsel, Corp. Sec |

Signatures

Scott E. Rozzell 09/01/2006
 **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)

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Includes 11,400 shares of time based restricted stock payable March 3, 2007 if Mr. Rozzell is an employee of Issuer through such date and on a prorata basis in the event of his earlier retirement, disability or death.

- (2) Equivalent Shares held in CenterPoint Energy, Inc. Savings Plan as of August 1, 2006.
- (3) Stock options totaling 43,900 vested in three equal installments on March 4, 2004, 2005 and 2006.
- (4) Price is not applicable.
- (5) Stock options totaling 82,539 vested in three equal installments on March 5, 2003, 2004 and 2005.

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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