

Colvin Kristie  
Form 4  
March 04, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Colvin Kristie

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)  
02/28/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP and CAO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/28/2019		A		12,059 (1)	A	\$ 0 56,080 D
Common Stock	02/28/2019		F		2,922 (2)	D	\$ 30.14 53,158 (3) D
Common Stock						I	47 By Savings Plan (4)
Common Stock						I	145 By son

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

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SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colvin Kristie 1111 LOUISIANA HOUSTON, TX 77002			SVP and CAO	

## Signatures

Vincent A. Mercaldi,  
Attorney-in-Fact

03/04/2019

\*\*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) Vesting of performance shares awarded in 2016 under the Issuer's Long-term Incentive Plan.
- (2) Shares withheld for taxes upon vesting of performance shares.

Total includes (i) 2,604 time-based restricted stock units ("RSUs") previously awarded under the Issuer's Long-term Incentive Plan (the "Plan") and vesting in February 2020, (ii) 2,904 RSUs previously awarded under the Plan and vesting in February 2021, and (iii) 2,737 RSUs previously awarded under the Plan and vesting in February 2022. The award to vest in 2020 shall vest if the Reporting Person

- (3) continues to be an employee of Issuer from grant date through vesting date and on a pro-rata basis in the event of her earlier retirement, disability or death. The above awards to vest in 2021 and 2022 shall vest (i) if she continues to be an employee of Issuer from grant date through vesting date and (ii) in the event of her disability or death. Also, the above awards to vest in 2021 and 2022 shall vest on a pro-rata basis in the event of her retirement unless she satisfies various conditions for full vesting.

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(4) Equivalent shares held in CenterPoint Energy, Inc. Savings Plan.

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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