

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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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 *
ROZZELL SCOTT E

(Last) (First) (Middle)
 1111 LOUISIANA
 (Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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