

ALICO INC
Form SC 13G/A
February 13, 2018

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 8)***

Alico, Inc.

(Name of Issuer)

Common Stock, Par Value \$1.00 Per Share

(Title of Class of Securities)

016230104

(CUSIP Number)

December 29, 2017

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1. Bay Resource Partners,
L.P.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
2. (see instructions)
(a)
(b)
3. SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION
4. Delaware
SOLE VOTING POWER
5. 0
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6. 138,060
- SOLE DISPOSITIVE POWER
7. 0
- SHARED DISPOSITIVE POWER
8. 138,060
- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9. 138,060
- CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions)
10. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11. 1.7%
- TYPE OF REPORTING PERSON (see instructions)
12. PN

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NAMES OF REPORTING PERSONS

1. Bay II Resource Partners,
L.P.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
2. (see instructions)
(a)
(b)
3. SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION
4. Delaware
SOLE VOTING POWER
5. 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
6. 96,220
SOLE DISPOSITIVE POWER
7. 0
SHARED DISPOSITIVE POWER
8. 96,220
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9. 96,220
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions)
10. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11. 1.2%
TYPE OF REPORTING PERSON (see instructions)
12. PN

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NAMES OF REPORTING PERSONS

1. Bay Resource Partners Offshore Master Fund, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2. (see instructions)
 - (a)
 - (b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands
SOLE VOTING POWER
5. 0
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6. 256,017
- SOLE DISPOSITIVE POWER
7. 0
- SHARED DISPOSITIVE POWER
8. 256,017
- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9. 256,017
- CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions)
10. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11. 3.1%
- TYPE OF REPORTING PERSON (see instructions)
12. PN

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NAMES OF REPORTING PERSONS

1. GMT Capital Corp.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
2. (see instructions)
(a)
(b)
3. SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION
4. State of Georgia
SOLE VOTING POWER
5. 0
NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING
PERSON WITH SHARED VOTING POWER
6. 9,130
SOLE DISPOSITIVE POWER
7. 0
SHARED DISPOSITIVE POWER
8. 9,130
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
9. 9,130
CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
(see instructions)
10. PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
11. .1%
TYPE OF REPORTING PERSON (see
instructions)
12. IA

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NAMES OF REPORTING PERSONS

1. Thomas E. Claugus
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)
(a)
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States
5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
17,000
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
17,000
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
17,000
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions)
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
.2%
12. TYPE OF REPORTING PERSON (see instructions)
IN

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Item 1.

(a) Name of Issuer

The name of the issuer is Alico, Inc. (herein referred to as "Issuer").

(b) Address of Issuer's Principal Executive Offices

The principal executive offices of the Issuer are located at 10070 Daniels Interstate Court, Fort Myers, FL 33913.

Item 2.

(a) Name of Person Filing

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons")

- i) Bay Resource Partners, L.P., (Bay), with respect to shares of Common Stock directly owned by it.
- ii) Bay II Resource Partners, L.P., (Bay II), with respect to shares of Common Stock directly owned by it.
- iii) Bay Resource Partners Offshore Master Fund, L.P. (Offshore Fund) with respect to shares of Common Stock directly owned by it.
- iv) GMT Capital Corp. (GMT Capital) with respect to shares of Common Stock directly owned by each of GMT Capital separate account clients, Bay, Bay II, the Offshore Fund and Thomas E. Claugus.
- v) Thomas E. Claugus, (Mr. Claugus), with respect to the shares of Common Stock directly owned by him and directly owned by each of Bay, Bay II, the Offshore Fund and GMT Capital separate account clients.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and believe after making inquiry to the appropriate party.

(b) Address of the Principal Office or, if none, residence

The address of the business office of each of the Reporting Persons is 2300 Windy Ridge Parkway, Ste. 550 South, Atlanta, GA 30339.

(c) Citizenship

Bay and Bay II are limited partnerships organized under the laws of the State of Delaware. The Offshore Fund is an exempted limited partnership organized under the laws of the Cayman Islands. GMT Capital is a Georgia corporation. Mr. Claugus is a United States citizen.

(d) Title of Class of Securities

The schedule 13G statement relates to Common Stock, par value \$1.00 per share of the Issuer.

(e) CUSIP Number

The CUSIP number for the Common Stock is 016230104.

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Item 3. Filing pursuant to §240.13d-1(c)

If this statement is filed pursuant to Sec. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a :

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.D. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with Sec. 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Sec. 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Sec. 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with Sec. 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Sec. 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

This statement is being filed with respect to an aggregate of 516,427 shares of Common Stock, resulting in beneficial ownership of Common Stock as follows:

- 1. Bay Resource Partners, L.P.
 - (a) Amount Beneficially owned: 138,060.
 - (b) Percent of Class: 1.7%
 - (c) Number of shares to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 138,060.
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of 138,060.
- 2. Bay II Resource Partners, L.P.
 - (a) Amount Beneficially owned: 96,220.
 - (b) Percent of Class: 1.2%
 - (c) Number of shares to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 96,220.
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of 96,220.

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3. Bay Resource Partners Offshore Master Fund, L.P.
- (a) Amount Beneficially owned: 256,017.
 - (b) Percent of Class: 3.1%
 - (c) Number of shares to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 256,017.
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 256,017.
4. GMT Capital Corp.
- (a) Amount Beneficially owned: 9,130.
 - (b) Percent of Class: .1%
 - (c) Number of shares to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 9,130.
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 9,130.
5. Thomas E. Claugus
- (a) Amount Beneficially owned: 17,000.
 - (b) Percent of Class: .2%
 - (c) Number of shares to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 17,000.
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 17,000.

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Item 5. Ownership of Five Percent or Less of a Class.

As of the date of this Report, the aggregate beneficial ownership of the Reporting Persons had been reduced to below five percent (5%).

Item 6. Ownership of More than Five Percent on Behalf of another Person.

GMT Capital, the general partner of Bay and Bay II, has the power to direct the affairs of Bay and Bay II, including the voting and disposition of shares. As the discretionary investment manager of the Offshore Fund and certain other accounts, GMT Capital has power to direct the voting and disposition of shares held by the Offshore Fund and such accounts. Mr. Claugus is the President of GMT Capital and in that capacity directs the operations of each of Bay and Bay II and the voting and disposition of shares held by the Offshore Fund and separate client accounts managed by GMT Capital.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Please see response to Item 2.

Item 9. Notice of Dissolution of Group.

Not Applicable

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Item 10.

Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2018
Date

/s/ Philip J. Meyers

Philip J. Meyers, as Vice President of GMT Capital Corp., for itself and as the general partner of (i) Bay Resource Partners, L.P. and (ii) Bay II Resource Partners, L.P., and as the investment manager of (iii) Bay Resource Partners Offshore Master Fund, L.P. and (iv) certain other accounts and for Thomas E. Claugus.

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Ordinary Shares of Alico, Inc. dated as of February 12, 2018 is, and any amendments thereto signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Bay Resource Partners, L.P.

/s/ Philip J. Meyers
Authorized Signatory

Bay II Resource Partners, L.P.

/s/ Philip J. Meyers
Authorized Signatory

Bay Resource Partners Offshore Master Fund, L.P.

/s/ Philip J. Meyers
Authorized Signatory

GMT Capital Corp.

/s/ Philip J. Meyers
Vice President

Thomas E. Claugus

/s/ Philip J. Meyers
Authorized Signatory

e a holding company that conducts substantially all of our operations through our subsidiaries. Our only significant assets are the capital stock of our subsidiaries, and our subsidiaries generate substantially all of our operating income and cash flow. As a result, dividends or advances from our subsidiaries are the principal source of funds necessary to meet our debt service obligations. Contractual provisions or laws, as well as our subsidiaries' financial condition and operating requirements, may limit our ability to obtain cash from our subsidiaries that we may require to pay our debt service obligations, including payments on the debt securities. In addition, the debt securities will be effectively subordinated to all of the liabilities of our subsidiaries with regard to the assets and earnings of our subsidiaries.

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PLAN OF DISTRIBUTION

We may sell the offered securities in and outside the United States:

- through underwriters or dealers,
- directly to purchasers, including our affiliates,
- through agents, or
- through a combination of any of these methods.

The prospectus supplement will include the following information:

- the terms of the offering,
- the names of any underwriters or agents,
- the name or names of any managing underwriter or underwriters,
- the purchase price of the securities,
- the net proceeds to us from the sale of the securities,
- any delayed delivery arrangements,
- any underwriting discounts, commissions and other items constituting underwriters' compensation,
- any initial public offering price,
- any discounts or concessions allowed or reallocated or paid to dealers, and
- any commissions paid to agents.

Sale Through Underwriters or Dealers

If we use underwriters in the sale, the underwriters will acquire the securities for their own account. The underwriters may resell the securities from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. Underwriters may offer securities to the public either through underwriting syndicates represented by one or more managing underwriters or directly by one or more firms acting as underwriters. Unless we inform you otherwise in the prospectus supplement, the obligations of the underwriters to purchase the securities will be subject to certain conditions, and the underwriters will be obligated to purchase all the offered securities if they purchase any of them. The underwriters may change from time to time any initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers.

During and after an offering through underwriters, the underwriters may purchase and sell the securities in the open market. These transactions may include overallotment and stabilizing transactions and purchases to cover syndicate

short positions created in connection with the offering. The underwriters also may impose a penalty bid, which means that selling concessions allowed to syndicate members or other broker-dealers for the offered securities sold for their account may be reclaimed by the syndicate if the offered securities are repurchased by the syndicate in stabilizing or covering transactions. These activities may stabilize, maintain or otherwise affect the market price of the offered securities, which may be higher than the price that might otherwise prevail in the open market. If commenced, the underwriters may discontinue these activities at any time.

If we use dealers in the sale of securities, we may sell the securities to them as principals. They may then resell those securities to the public at varying prices determined by the dealers at the time of resale. The dealers participating in any sale of the securities may be deemed to be underwriters within the meaning of the Securities Act of 1933 with respect to any sale of these securities. We will include in the prospectus supplement the names of the dealers and the terms of the transaction.

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Direct Sales and Sales Through Agents

We may sell the securities directly. In that event, no underwriters or agents would be involved. We may also sell the securities through agents we designate from time to time. In the prospectus supplement, we will name any agent involved in the offer or sale of the offered securities, and we will describe any commissions payable by us to the agent. Unless we inform you otherwise in the prospectus supplement, any agent will agree to use its reasonable best efforts to solicit purchases for the period of its appointment.

We may sell the securities directly to institutional investors or others who may be deemed to be underwriters within the meaning of the Securities Act of 1933 with respect to any sale of those securities. We will describe the terms of any such sales in the prospectus supplement.

Delayed Delivery Contracts

If we so indicate in the prospectus supplement, we may authorize agents, underwriters or dealers to solicit offers from certain types of institutions to purchase securities from us at the public offering price under delayed delivery contracts. These contracts would provide for payment and delivery on a specified date in the future. The contracts would be subject only to those conditions described in the prospectus supplement. The prospectus supplement will describe the commission payable for solicitation of those contracts.

Remarketing

We may offer and sell any of the offered securities in connection with a remarketing upon their purchase, in accordance with a redemption or repayment by their terms or otherwise by one or more remarketing firms acting as principals for their own accounts or as our agents. We will identify any remarketing firm, the terms of any remarketing agreement and the compensation to be paid to the remarketing firm in the prospectus supplement. Remarketing firms may be deemed underwriters under the Securities Act of 1933.

Derivative Transactions

We may enter into derivative transactions with third parties, or sell securities not covered by this prospectus to third parties in privately negotiated transactions. If the applicable prospectus supplement indicates, in connection with those derivatives, the third parties may sell securities covered by this prospectus and the applicable prospectus supplement, including in short sale transactions. If so, the third parties may use securities pledged by us or borrowed from us or others to settle those sales or to close out any related open borrowings of stock, and may use securities received from us in settlement of those derivatives to close out any related open borrowings of stock. The third parties in these sale transactions will be underwriters and, if not identified in this prospectus, will be identified in the applicable prospectus supplement or in a post-effective amendment to the registration statement of which this prospectus forms a part.

General Information

We may have agreements with the remarketing firms, agents, dealers and underwriters to indemnify them against certain civil liabilities, including liabilities under the Securities Act of 1933, or to contribute with respect to payments that the agents, dealers or underwriters may be required to make. Such firms, agents, dealers and underwriters may be customers of, engage in transactions with or perform services for us in the ordinary course of their businesses.

Each series of offered securities will be a new issue, and other than the common stock, which is listed on the New York Stock Exchange and the Chicago Stock Exchange, will have no established trading market. We may elect to list any series of offered securities on an exchange, but we are not obligated to do so. It is possible that one or more

underwriters may make a market in a series of offered securities. However, they will not be obligated to do so and may discontinue market making at any time without notice. We cannot assure you that a liquid trading market for any of our offered securities will develop.

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LEGAL MATTERS

The validity of the securities described in this prospectus will be passed upon for us by Baker Botts L.L.P., Houston, Texas. Scott E. Rozzell, Esq., our Executive Vice President, General Counsel and Corporate Secretary, or Rufus S. Scott, our Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary, may pass upon other legal matters for us. Any underwriters will be advised regarding issues relating to any offering by Dewey & LeBoeuf LLP.

EXPERTS

The consolidated financial statements and the related consolidated financial statement schedules, incorporated in this document by reference from our Annual Report on Form 10-K for the year ended December 31, 2007, and the effectiveness of our internal control over financial reporting, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports (which reports (1) express an unqualified opinion on the consolidated financial statements and include an explanatory paragraph regarding the adoption of new accounting standards related to defined benefit pension and other postretirement plans in 2006 and conditional asset retirement obligations in 2005, (2) express an unqualified opinion on the consolidated financial statement schedules and (3) express an unqualified opinion on the effectiveness of internal control over financial reporting), which are incorporated herein by reference. Such consolidated financial statements and consolidated financial statement schedules have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

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PROSPECTUS

**CenterPoint Energy Houston Electric, LLC
1111 Louisiana
Houston, Texas 77002
(713) 207-1111**

CENTERPOINT ENERGY HOUSTON ELECTRIC, LLC

GENERAL MORTGAGE BONDS

This prospectus relates to general mortgage bonds that we may offer from time to time. We will provide additional terms of the general mortgage bonds (the mortgage bonds) in one or more supplements to this prospectus. You should read this prospectus and the related prospectus supplement carefully before you invest in the mortgage bonds. No person may use this prospectus to offer and sell the mortgage bonds unless a prospectus supplement accompanies this prospectus.

Investing in the mortgage bonds involves risks. See Risk Factors on page 3 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is October 9, 2008.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement we have filed with the Securities and Exchange Commission (SEC) using a shelf registration process. Using this process, we may offer the mortgage bonds referred to in this prospectus in one or more offerings. Each time we use this prospectus to offer mortgage bonds, we will file a supplement to this prospectus with the SEC that will describe the specific terms of the offering and the mortgage bonds. The prospectus supplement may also add to, update or change the information contained in this prospectus. Before you invest, you should carefully read this prospectus, the applicable prospectus supplement and the information contained in the documents we refer to under the heading Where You Can Find More Information.

You should rely only on the information contained or incorporated by reference in this prospectus, any prospectus supplement and any written communication from us or any underwriter specifying the final terms of a particular offering. We have not authorized anyone to provide you with different information. We are not making an offer of these mortgage bonds in any state where the offer is not permitted. You should not assume that the information contained in this prospectus, any prospectus supplement or any written communication from us or any underwriter specifying the final terms of a particular offering is accurate as of any date other than the date on the front of that document. Any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference.

The Bank of New York Mellon Trust Company, National Association, in its capacity as trustee for the mortgage bonds, has not participated in the preparation of this prospectus and assumes no responsibility for its content.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports and other information with the SEC. You may read and copy any document we file with the SEC at the SEC's public reference room located at 100 F Street, N.E., Washington, D.C. 20549. You may obtain further information regarding the operation of the SEC's public reference room by calling the SEC at 1-800-SEC-0330. Our filings are also available to the public on the SEC's Internet site located at <http://www.sec.gov>. You can obtain information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

This prospectus, which includes information incorporated by reference (see Incorporation by Reference below), is part of a registration statement we have filed with the SEC relating to the mortgage bonds we may offer. As permitted by

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SEC rules, this prospectus does not contain all of the information we have included in the registration statement and the accompanying exhibits and schedules we file with the SEC. You may refer to the registration statement, the exhibits and the schedules for more information about us and our securities. The registration statement, exhibits and schedules are available at the SEC's public reference room or through its Internet site.

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INCORPORATION BY REFERENCE

We are incorporating by reference into this prospectus certain information we file with the SEC. This means we are disclosing important information to you by referring you to the documents containing the information. The information we incorporate by reference is considered to be part of this prospectus. Information that we file later with the SEC that is deemed incorporated by reference into this prospectus (but not information deemed to be furnished to and not filed with the SEC) will automatically update and supersede information previously included.

We are incorporating by reference into this prospectus the documents listed below and any subsequent filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (excluding information deemed to be furnished and not filed with the SEC) until all the mortgage bonds are sold:

Our Annual Report on Form 10-K for the year ended December 31, 2007,

Our Quarterly Reports on Form 10-Q for the periods ended March 31, 2008 and June 30, 2008, and

Our Current Reports on Form 8-K filed on February 12, 2008, September 23, 2008 and October 8, 2008.

You may also obtain a copy of our filings with the SEC at no cost by writing to or telephoning us at the following address:

CenterPoint Energy Houston Electric, LLC
c/o CenterPoint Energy, Inc.
Attn: Investor Relations
P.O. Box 4567
Houston, Texas 77210-4567
(713) 207-6500

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ABOUT CENTERPOINT ENERGY HOUSTON ELECTRIC, LLC

We provide electric transmission and distribution services to retail electric providers (REPs) serving approximately 2.0 million metered customers in a 5,000-square mile area of the Texas Gulf Coast that has a population of approximately 5.5 million people and includes Houston. We are an indirect wholly owned subsidiary of CenterPoint Energy, Inc. (CenterPoint Energy), a public utility holding company.

Our principal executive offices are located at 1111 Louisiana, Houston, Texas 77002 (telephone number: (713) 207-1111).

RISK FACTORS

Our business is influenced by many factors that are difficult to predict and that involve uncertainties that may materially affect actual operating results, cash flows and financial condition. These risk factors include those described as such in the documents that are incorporated by reference in this prospectus (which risk factors are incorporated herein by reference), and could include additional uncertainties not presently known to us or that we currently do not consider material. Before making an investment decision, you should carefully consider these risks as well as any other information we include or incorporate by reference in this prospectus or include in any applicable prospectus supplement.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

In this prospectus, including the information we incorporate by reference, we make statements concerning our expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are not historical facts. These statements are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. You can generally identify our forward-looking statements by the words anticipate, believe, continue, could, estimate, expect, forecast, goal, intend, may, objective, plan, potential, should, will, or other similar words. We use the terms we and our in this section to mean CenterPoint Energy Houston Electric, LLC and its subsidiaries.

We have based our forward-looking statements on our management's beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that assumptions, beliefs, expectations, intentions and projections about future events may and often do vary materially from actual results. Therefore, we cannot assure you that actual results will not differ materially from those expressed or implied by our forward-looking statements.

The following are some of the factors that could cause actual results to differ materially from those expressed or implied in forward-looking statements:

the resolution of the true-up proceedings, including, in particular, the results of appeals to the courts regarding rulings obtained to date;

state and federal legislative and regulatory actions or developments, including deregulation or re-regulation of our business, environmental regulations, including regulations related to global climate change, and changes in or application of laws or regulations applicable to the various aspects of our business;

timely and appropriate rate actions and increases, allowing recovery of costs, including those associated with Hurricane Ike, and a reasonable return on investment;

industrial, commercial and residential growth in our service territory and changes in market demand and demographic patterns;

weather variations and other natural phenomena;

changes in interest rates or rates of inflation;

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commercial bank and financial market conditions, our access to capital, the cost of such capital, and the results of our financing and refinancing efforts, including availability of funds in the debt capital markets;

actions by rating agencies;

non-payment for our services due to financial distress of our customers, including Reliant Energy, Inc. (RRI);

the ability of RRI and its subsidiaries to satisfy their other obligations to us, including indemnity obligations;

the outcome of litigation brought by or against us;

our ability to control costs;

the investment performance of CenterPoint Energy employee benefit plans;

our potential business strategies, including acquisitions or dispositions of assets or businesses, which we cannot assure will be completed or will have the anticipated benefits to us;

acquisitions and merger activities involving us, CenterPoint Energy or our competitors; and

other factors we discuss in Risk Factors in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2007 and other reports we file from time to time with the SEC that are incorporated herein by reference.

You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth our ratios of earnings to fixed charges for each of the periods indicated. The ratios were calculated pursuant to applicable rules of the SEC.

	2003	Year Ended December 31,			2007	Six Months Ended June 30, 2008
		2004	2005	2006		
Ratio of earnings to fixed charges	2.80	2.20	1.99	2.62	2.61	2.22(1)

- (1) We do not believe that the ratio for the six-month period is necessarily indicative of the ratios for the twelve-month periods due to the seasonal nature of our business.

USE OF PROCEEDS

Unless we inform you otherwise in the prospectus supplement, we anticipate using any net proceeds from the sale of the mortgage bonds offered by this prospectus for general corporate purposes. These purposes may include, but are not limited to:

- working capital,
- capital expenditures,
- acquisitions,
- the repayment or refinancing of debt securities, and
- loans or advances to our subsidiaries or CenterPoint Energy.

Pending any specific application, we may initially invest funds in short-term marketable securities or apply them to the reduction of short-term indebtedness or borrowings under our revolving credit facility.

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DESCRIPTION OF OUR GENERAL MORTGAGE BONDS

The mortgage bonds that we may offer from time to time by this prospectus will be issued under our General Mortgage Indenture dated as of October 10, 2002, as amended and supplemented (the mortgage indenture), with The Bank of New York Mellon Trust Company, National Association (successor to JPMorgan Chase Bank), as trustee. The particular terms of any series of our mortgage bonds and the material provisions of the mortgage indenture will be described in the applicable prospectus supplement.

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PLAN OF DISTRIBUTION

We may sell the offered mortgage bonds in and outside the United States:

- through underwriters or dealers,
- directly to purchasers, including our affiliates,
- through agents, or
- through a combination of any of these methods.

The prospectus supplement will include the following information:

- the terms of the offering,
- the names of any underwriters or agents,
- the name or names of any managing underwriter or underwriters,
- the purchase price of the mortgage bonds,
- the net proceeds to us from the sale of the mortgage bonds,
- any delayed delivery arrangements,
- any underwriting discounts, commissions and other items constituting underwriters' compensation,
- any initial public offering price,
- any discounts or concessions allowed or reallocated or paid to dealers, and
- any commissions paid to agents.

Sale Through Underwriters or Dealers

If we use underwriters in the sale, the underwriters will acquire the mortgage bonds for their own account. The underwriters may resell the mortgage bonds from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. Underwriters may offer mortgage bonds to the public either through underwriting syndicates represented by one or more managing underwriters or directly by one or more firms acting as underwriters. Unless we inform you otherwise in the prospectus supplement, the obligations of the underwriters to purchase the mortgage bonds will be subject to certain conditions, and the underwriters will be obligated to purchase all the offered mortgage bonds if they purchase any of them. The underwriters may change from time to time any initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers.

During and after an offering through underwriters, the underwriters may purchase and sell the mortgage bonds in the open market. These transactions may include overallotment and stabilizing transactions and purchases to cover syndicate short positions created in connection with the offering. The underwriters also may impose a penalty bid, which means that selling concessions allowed to syndicate members or other broker-dealers for the offered mortgage bonds sold for their account may be reclaimed by the syndicate if the offered mortgage bonds are repurchased by the syndicate in stabilizing or covering transactions. These activities may stabilize, maintain or otherwise affect the market price of the offered mortgage bonds, which may be higher than the price that might otherwise prevail in the open market. If commenced, the underwriters may discontinue these activities at any time.

If we use dealers in the sale of mortgage bonds, we may sell the mortgage bonds to them as principals. They may then resell those mortgage bonds to the public at varying prices determined by the dealers at the time of resale. The dealers participating in any sale of the mortgage bonds may be deemed to be underwriters within the meaning of the Securities Act of 1933 with respect to any sale of these mortgage bonds. We will include in the prospectus supplement the names of the dealers and the terms of the transaction.

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Direct Sales and Sales Through Agents

We may sell the mortgage bonds directly. In that event, no underwriters or agents would be involved. We may also sell the mortgage bonds through agents we designate from time to time. In the prospectus supplement, we will name any agent involved in the offer or sale of the offered mortgage bonds, and we will describe any commissions payable by us to the agent. Unless we inform you otherwise in the prospectus supplement, any agent will agree to use its reasonable best efforts to solicit purchases for the period of its appointment.

We may sell the mortgage bonds directly to institutional investors or others who may be deemed to be underwriters within the meaning of the Securities Act of 1933 with respect to any sale of those mortgage bonds. We will describe the terms of any such sales in the prospectus supplement.

Delayed Delivery Contracts

If we so indicate in the prospectus supplement, we may authorize agents, underwriters or dealers to solicit offers from certain types of institutions to purchase mortgage bonds from us at the public offering price under delayed delivery contracts. These contracts would provide for payment and delivery on a specified date in the future. The contracts would be subject only to those conditions described in the prospectus supplement. The prospectus supplement will describe the commission payable for solicitation of those contracts.

Remarketing

We may offer and sell any of the offered mortgage bonds in connection with a remarketing upon their purchase, in accordance with a redemption or repayment by their terms or otherwise by one or more remarketing firms acting as principals for their own accounts or as our agents. We will identify any remarketing firm, the terms of any remarketing agreement and the compensation to be paid to the remarketing firm in the prospectus supplement. Remarketing firms may be deemed underwriters under the Securities Act of 1933.

Derivative Transactions

We may enter into derivative transactions with third parties, or sell mortgage bonds not covered by this prospectus to third parties in privately negotiated transactions. If the applicable prospectus supplement indicates, in connection with those derivatives, the third parties may sell mortgage bonds covered by this prospectus and the applicable prospectus supplement, including in short sale transactions. If so, the third parties may use mortgage bonds pledged by us or borrowed from us or others to settle those sales or to close out any related open borrowings of stock, and may use mortgage bonds received from us in settlement of those derivatives to close out any related open borrowings of stock. The third parties in these sale transactions will be underwriters and, if not identified in this prospectus, will be identified in the applicable prospectus supplement or in a post-effective amendment to the registration statement of which this prospectus forms a part.

General Information

We may have agreements with the remarketing firms, agents, dealers and underwriters to indemnify them against certain civil liabilities, including liabilities under the Securities Act of 1933, or to contribute with respect to payments that the agents, dealers or underwriters may be required to make. Such firms, agents, dealers and underwriters may be customers of, engage in transactions with or perform services for us in the ordinary course of their businesses.

Each series of offered mortgage bonds will be a new issue, and will have no established trading market. We may elect to list any series of offered mortgage bonds on an exchange, but we are not obligated to do so. It is possible that one or

more underwriters may make a market in a series of offered mortgage bonds. However, they will not be obligated to do so and may discontinue market making at any time without notice. We cannot assure you that a liquid trading market for any of our offered mortgage bonds will develop.

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LEGAL MATTERS

The validity of the mortgage bonds described in this prospectus will be passed upon for us by Baker Botts L.L.P., Houston, Texas. Scott E. Rozzell, Esq., our Executive Vice President, General Counsel and Corporate Secretary, or Rufus S. Scott, our Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary, may pass upon other legal matters for us. Any underwriters will be advised regarding issues relating to any offering by Dewey & LeBoeuf LLP.

EXPERTS

The consolidated financial statements and the related consolidated financial statement schedule, incorporated in this document by reference from our Annual Report on Form 10-K for the year ended December 31, 2007 have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports (which reports (1) express an unqualified opinion on the consolidated financial statements and include an explanatory paragraph regarding the adoption of a new accounting standard related to conditional asset retirement obligations in 2005 and (2) express an unqualified opinion on the consolidated financial statement schedule), which are incorporated herein by reference. Such consolidated financial statements and consolidated financial statement schedule have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

Table of Contents**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. *Other Expenses of Issuance and Distribution.***

The following are the expenses in connection with the issuance and distribution of the securities being registered, other than underwriting fees and commissions. All such expenses other than the Securities and Exchange Commission registration fee and Financial Industry Regulatory Authority filing fee are estimates.

Securities and Exchange Commission registration fee	\$	*
Trustees and transfer agents fees and expenses		40,000
Printing and engraving fees and expenses		30,000
Accounting fees and expenses		275,000
Legal fees		700,000
Rating agency fees		870,000
Miscellaneous (including Listing fees, if applicable)		150,000
Total		*

* Omitted because the registration fee is being deferred pursuant to Rule 456(b).

Item 15. *Indemnification of Directors and Officers.***CenterPoint Energy, Inc.**

Article 2.02.A.(16) and Article 2.02-1 of the Texas Business Corporation Act and Article V of CenterPoint Energy's Amended and Restated Bylaws provide CenterPoint Energy with broad powers and authority to indemnify its directors and officers and to purchase and maintain insurance for such purposes. Pursuant to such statutory and Bylaw provisions, CenterPoint Energy has purchased insurance against certain costs of indemnification that may be incurred by it and by its officers and directors.

Additionally, Article IX of CenterPoint Energy's Restated Articles of Incorporation provides that a director of CenterPoint Energy is not liable to CenterPoint Energy or its shareholders for monetary damages for any act or omission in the director's capacity as director, except that Article IX does not eliminate or limit the liability of a director for (i) any breach of such director's duty of loyalty to CenterPoint Energy or its shareholders, (ii) any act or omission not in good faith that constitutes a breach of duty of such director to CenterPoint Energy or an act or omission that involves intentional misconduct or a knowing violation of law, (iii) a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office or (iv) an act or omission for which the liability of a director is expressly provided for by statute.

Article IX also provides that any subsequent amendments to Texas statutes that further limit the liability of directors will inure to the benefit of the directors, without any further action by shareholders. Any repeal or modification of Article IX shall not adversely affect any right of protection of a director of CenterPoint Energy existing at the time of the repeal or modification.

CenterPoint Energy Houston Electric, LLC

Article 2.20 of the Texas Limited Liability Company Act and Article VIII of CenterPoint Houston's Limited Liability Company Regulations provide CenterPoint Houston with broad powers and authority to indemnify its member, managers and officers and to purchase and maintain insurance for such purposes. Pursuant to such statutory and Limited Liability Company Regulation provisions, CenterPoint Houston has purchased insurance against certain costs of indemnification that may be incurred by it and by its member, manager and officers.

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Additionally, Section 7.12 of CenterPoint Houston's Limited Liability Company Regulations provides that a manager of CenterPoint Houston is not liable to CenterPoint Houston or its member for monetary damages for breach of fiduciary duty as a manager, except that Section 7.12 does not eliminate or limit the liability of a manager for any acts or omissions that involve intentional misconduct, fraud or a knowing violation of law or for a distribution in violation of Texas law as a result of the willful or grossly negligent act or omission of the manager.

Section 7.12 also provides that any subsequent amendments to Texas statutes that further limit the liability of managers will inure to the benefit of the managers. Any repeal or modification of Section 7.12 shall not adversely affect any right of protection of a manager of CenterPoint Houston existing at the time of the repeal or modification.

See Item 17. Undertakings for a description of the Commission's position regarding such indemnification provisions.

Item 16. Exhibits.

The following is a list of all exhibits filed as a part of this Registration Statement on Form S-3, including those incorporated herein by reference.

Exhibit Number	Registrant	Document Description	Report or Registration Statement	Registration Number	Exhibit Reference
4.1**	CenterPoint Energy	Restated Articles of Incorporation of CenterPoint Energy, Inc.	Form 8-K of CenterPoint Energy, Inc. dated July 24, 2008	1-31447	3.1
4.2**	CenterPoint Energy	Amended and Restated Bylaws of CenterPoint Energy, Inc.	Form 8-K of CenterPoint Energy, Inc. dated July 24, 2008	1-31447	3.2
4.3**	CenterPoint Energy	Rights Agreement dated as of January 1, 2002 between CenterPoint Energy, Inc. and JPMorgan Chase Bank, as Rights Agent	Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001	1-31447	4.2
4.4**	CenterPoint Energy	Form of CenterPoint Energy, Inc. Stock Certificate	Registration Statement on Form S-4 of CenterPoint Energy, Inc.	333-69502	4.1
4.5**	CenterPoint Energy	Indenture, dated as of May 19, 2003, between CenterPoint Energy, Inc. and JPMorgan Chase Bank as trustee	Form 8-K of CenterPoint Energy, Inc. dated May 19, 2003	1-31447	4.1
4.6	CenterPoint Energy	Form of Junior Subordinated Indenture, between CenterPoint			

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		Energy, Inc. and The Bank of New York Mellon Trust Company, National Association as trustee			
4.7**	CenterPoint Houston	Articles of Conversion of Reliant Energy, Incorporated	Form 8-K of CenterPoint Energy Houston Electric, LLC dated August 31, 2002	1-3187	3(a)

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Exhibit Number	Registrant	Document Description	Report or Registration Statement	Registration Number	Exhibit Reference
4.8**	CenterPoint Houston	Articles of Organization of CenterPoint Energy Houston Electric, LLC	Form 8-K of CenterPoint Energy Houston Electric, LLC dated August 31, 2002	1-3187	3(b)
4.9**	CenterPoint Houston	Limited Liability Company Regulations of CenterPoint Energy Houston Electric, LLC	Form 8-K of CenterPoint Energy Houston Electric, LLC dated August 31, 2002	1-3187	3(c)
4.10**	CenterPoint Houston	General Mortgage Indenture, dated as of October 10, 2002, between CenterPoint Energy Houston Electric, LLC and JPMorgan Chase Bank as trustee	Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(1)
4.11**	CenterPoint Houston	Ninth Supplemental Indenture, dated November 12, 2002, to the General Mortgage Indenture, dated as of October 10, 2002, between CenterPoint Energy Houston Electric, LLC and JPMorgan Chase Bank as trustee	Form 10-K for the year ended December 31, 2002	1-3187	4(k)(10)
5.1	CenterPoint Energy	Opinion of Baker Botts L.L.P.			
12.1**	CenterPoint Houston CenterPoint Energy	Computation of ratios of earnings to fixed charges for the twelve-month periods ended December 31, 2007, 2006, 2005, 2004 and 2003	Form 10-K for the year ended December 31, 2007	1-31447	12
12.2**	CenterPoint Energy	Computation of ratios of earnings to fixed charges for the six-month period ended June 30, 2008	Form 10-Q for the quarter ended June 30, 2008	1-31447	12
12.3**	CenterPoint Houston	Computation of ratios of earnings to fixed charges for the twelve-month periods ended December	Form 10-K for the year ended December 31, 2007	1-3187	12

31, 2007, 2006, 2005,
2004 and 2003

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Exhibit Number	Registrant	Document Description	Report or Registration Statement	Registration Number	Exhibit Reference
12.4**	CenterPoint Houston	Computation of ratios of earnings to fixed charges for the six-month period ended June 30, 2008	Form 10-Q for the quarter ended June 30, 2008	1-3187	12
23.1	CenterPoint Energy	Consent of Deloitte & Touche LLP			
23.2	CenterPoint Houston	Consent of Deloitte & Touche LLP			
23.3	CenterPoint Energy	Consent of Baker Botts L.L.P. (included in Exhibit 5.1)			
24.1	CenterPoint Houston CenterPoint Energy	Powers of Attorney (included on the signature page of this registration statement)			
24.2	CenterPoint Houston	Powers of Attorney (included on the signature page of this registration statement)			
25.1	CenterPoint Energy	Statement of Eligibility and Qualification under the Trust Indenture Act of 1939 of the Trustee under the Indenture on Form T-1			
25.2	CenterPoint Energy	Statement of Eligibility and Qualification under the Trust Indenture Act of 1939 of the Trustee under the Junior Subordinated Indenture on Form T-1			
25.3	CenterPoint Houston	Statement of Eligibility and Qualification under the Trust Indenture Act of 1939 of the Trustee under the General Mortgage Indenture on Form T-1			

* CenterPoint Energy or CenterPoint Houston, as applicable, will file as an exhibit to a Current Report on Form 8-K (i) any underwriting, remarketing or agency agreement relating to securities offered hereby, (ii) the

instruments setting forth the terms of any debt securities, including mortgage bonds, preferred stock, stock purchase contracts or equity units, (iii) any additional required opinions of counsel with respect to legality of the securities offered hereby and (iv) any required opinion of counsel as to certain tax matters relative to securities offered hereby.

** Incorporated herein by reference as indicated.

Item 17. *Undertakings.*

Each of the undersigned registrants hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

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(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by such registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) that, for purposes of determining liability under the Securities Act of 1933 to any purchaser:

(A) each prospectus filed by such registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date;

(5) that, for the purpose of determining liability of such registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, such undersigned registrant undertakes that in a primary offering of securities of such undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are

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offered or sold to such purchaser by means of any of the following communications, such undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) any preliminary prospectus or prospectus of such undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) any free writing prospectus relating to the offering prepared by or on behalf of such undersigned registrant or used or referred to by such undersigned registrant;

(iii) the portion of any other free writing prospectus relating to the offering containing material information about such undersigned registrant or its securities provided by or on behalf of such undersigned registrant; and

(iv) any other communication that is an offer in the offering made by such undersigned registrant to the purchaser.

Each undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of such registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of such registrant pursuant to the provisions set forth in Item 15, or otherwise, each such registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by such registrant of expenses incurred or paid by a director, officer or controlling person of such registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, such registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Houston, State of Texas, on October 8, 2008.

CENTERPOINT ENERGY, INC.
(registrant)

By: /s/ David M. McClanahan

Name: David M. McClanahan

Title: President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gary L. Whitlock, David M. McClanahan and Rufus S. Scott, and each of them severally, his or her true and lawful attorney or attorneys-in-fact and agents, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his name, place and stead, in any and all capacities, any or all amendments (including pre-effective and post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority, to do and perform in the name and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying, approving and confirming all that said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ David M. McClanahan	President, Chief Executive Officer and Director	October 8, 2008
David M. McClanahan	(Principal Executive Officer)	
/s/ Gary L. Whitlock	Executive Vice President and Chief Financial Officer	October 8, 2008
Gary L. Whitlock	(Principal Financial Officer)	
/s/ Walter L. Fitzgerald	Senior Vice President and Chief Accounting Officer	October 8, 2008
Walter L. Fitzgerald	(Principal Accounting Officer)	
/s/ Donald R. Campbell	Director	October 8, 2008
Donald R. Campbell		

/s/ Milton Carroll

Director

October 8, 2008

Milton Carroll

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Signature	Title	Date
/s/ Derrill Cody Derrill Cody	Director	October 8, 2008
/s/ O. Holcombe Crosswell O. Holcombe Crosswell	Director	October 8, 2008
/s/ Michael P. Johnson Michael P. Johnson	Director	October 8, 2008
/s/ Janiece M. Longoria Janiece M. Longoria	Director	October 8, 2008
/s/ Thomas F. Madison Thomas F. Madison	Director	October 8, 2008
/s/ Robert T. O Connell Robert T. O Connell	Director	October 8, 2008
/s/ Susan O. Rheney Susan O. Rheney	Director	October 8, 2008
/s/ Michael E. Shannon Michael E. Shannon	Director	October 8, 2008
/s/ Peter S. Wareing Peter S. Wareing	Director	October 8, 2008
/s/ Sherman M. Wolff Sherman M. Wolff	Director	October 8, 2008

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Houston, State of Texas, on October 8, 2008.

CENTERPOINT ENERGY HOUSTON ELECTRIC, LLC.
(registrant)

By: /s/ David M. McClanahan

Name: David M. McClanahan

Title: Manager

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gary L. Whitlock, David M. McClanahan and Rufus S. Scott, and each of them severally, his or her true and lawful attorney or attorneys-in-fact and agents, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his name, place and stead, in any and all capacities, any or all amendments (including pre-effective and post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them full power and authority, to do and perform in the name and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying, approving and confirming all that said attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ David M. McClanahan David M. McClanahan	Manager and Chairman (Principal Executive Officer and Manager)	October 8, 2008
/s/ Gary L. Whitlock Gary L. Whitlock	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	October 8, 2008
/s/ Walter L. Fitzgerald Walter L. Fitzgerald	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	October 8, 2008

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Exhibit Number	Registrant	Document Description	Report or Registration Statement	Registration Number	Exhibit Reference
4.1**	CenterPoint Energy	Restated Articles of Incorporation of CenterPoint Energy, Inc.	Form 8-K of CenterPoint Energy, Inc. dated July 24, 2008	1-31447	3.1
4.2**	CenterPoint Energy	Amended and Restated Bylaws of CenterPoint Energy, Inc.	Form 8-K of CenterPoint Energy, Inc. dated July 24, 2008	1-31447	3.2
4.3**	CenterPoint Energy	Rights Agreement dated as of January 1, 2002 between CenterPoint Energy, Inc. and JPMorgan Chase Bank, as Rights Agent	Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001	1-31447	4.2
4.4**	CenterPoint Energy	Form of CenterPoint Energy, Inc. Stock Certificate	Registration Statement on Form S-4 of CenterPoint Energy, Inc.	333-69502	4.1
4.5**	CenterPoint Energy	Indenture, dated as of May 19, 2003, between CenterPoint Energy, Inc. and JPMorgan Chase Bank as trustee	Form 8-K of CenterPoint Energy, Inc. dated May 19, 2003	1-31447	4.1
4.6	CenterPoint Energy	Form of Junior Subordinated Indenture, between CenterPoint Energy, Inc. and The Bank of New York Mellon Trust Company, National Association as trustee			
4.7**	CenterPoint Houston	Articles of Conversion of Reliant Energy, Incorporated	Form 8-K of CenterPoint Energy Houston Electric, LLC dated August 31, 2002	1-3187	3(a)
4.8**	CenterPoint Houston	Articles of Organization of CenterPoint Energy Houston Electric, LLC	Form 8-K of CenterPoint Energy Houston Electric, LLC dated August 31, 2002	1-3187	3(b)
4.9**	CenterPoint Houston			1-3187	3(c)

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		Limited Liability Company Regulations of CenterPoint Energy Houston Electric, LLC	Form 8-K of CenterPoint Energy Houston Electric, LLC dated August 31, 2002		
4.10**	CenterPoint Houston	General Mortgage Indenture, dated as of October 10, 2002, between CenterPoint Energy Houston Electric, LLC and JPMorgan Chase Bank as trustee	Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(1)

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Exhibit Number	Registrant	Document Description	Report or Registration Statement	Registration Number	Exhibit Reference
4.11**	CenterPoint Houston	Ninth Supplemental Indenture, dated November 12, 2002, to the General Mortgage Indenture, dated as of October 10, 2002, between CenterPoint Energy Houston Electric, LLC and JPMorgan Chase Bank as trustee	Form 10-K for the year ended December 31, 2002	1-3187	4(k)(10)
5.1	CenterPoint Energy	Opinion of Baker Botts L.L.P.			
12.1**	CenterPoint Houston CenterPoint Energy	Computation of ratios of earnings to fixed charges for the twelve-month periods ended December 31, 2007, 2006, 2005, 2004 and 2003	Form 10-K for the year ended December 31, 2007	1-31447	12
12.2**	CenterPoint Energy	Computation of ratios of earnings to fixed charges for the six-month period ended June 30, 2008	Form 10-Q for the quarter ended June 30, 2008	1-31447	12
12.3**	CenterPoint Houston	Computation of ratios of earnings to fixed charges for the twelve-month periods ended December 31, 2007, 2006, 2005, 2004 and 2003	Form 10-K for the year ended December 31, 2007	1-3187	12
12.4**	CenterPoint Houston	Computation of ratios of earnings to fixed charges for the six-month period ended June 30, 2008	Form 10-Q for the quarter ended June 30, 2008	1-3187	12
23.1	CenterPoint Energy	Consent of Deloitte & Touche LLP			
23.2	CenterPoint Houston	Consent of Deloitte & Touche LLP			
23.3	CenterPoint Houston	Consent of Baker Botts L.L.P. (included in Exhibit 5.1)			
24.1	CenterPoint Energy CenterPoint Energy				

Powers of Attorney
(included on the
signature page of this
registration statement)

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Exhibit Number	Registrant	Document Description	Report or Registration Statement	Registration Number	Exhibit Reference
24.2	CenterPoint Houston	Powers of Attorney (included on the signature page of this registration statement)			
25.1	CenterPoint Energy	Statement of Eligibility and Qualification under the Trust Indenture Act of 1939 of the Trustee under the Indenture on Form T-1			
25.2	CenterPoint Energy	Statement of Eligibility and Qualification under the Trust Indenture Act of 1939 of the Trustee under the Junior Subordinated Indenture on Form T-1			
25.3	CenterPoint Houston	Statement of Eligibility and Qualification under the Trust Indenture Act of 1939 of the Trustee under the General Mortgage Indenture on Form T-1			

* CenterPoint Energy or CenterPoint Houston, as applicable, will file as an exhibit to a Current Report on Form 8-K (i) any underwriting, remarketing or agency agreement relating to securities offered hereby, (ii) the instruments setting forth the terms of any debt securities, including mortgage bonds, preferred stock, stock purchase contracts or equity units, (iii) any additional required opinions of counsel with respect to legality of the securities offered hereby and (iv) any required opinion of counsel as to certain tax matters relative to securities offered hereby.

** Incorporated herein by reference as indicated.