

O'Brien Dana C.
Form 4
February 21, 2019

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 *
O'Brien Dana C.

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)
02/19/2019

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SVP & Gen Counsel

HOUSTON, TX 77002

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/19/2019 | | A | (A) or (D) A | 8,906 (1) \$ 31.21 | 57,772 (2) | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| O'Brien Dana C. 1111 LOUISIANA HOUSTON, TX 77002 | | | SVP & Gen Counsel | |

Signatures

Vincent A. Mercaldi, 02/21/2019
 Attorney-in-Fact

__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) Time-based restricted stock units vesting (i) in February 2022 if the Reporting Person continues to be an employee of Issuer from the grant date through the vesting date; (ii) in the event of her earlier disability or death; or (iii) on a pro-rata basis upon her earlier retirement unless she satisfies various conditions for full vesting.

(2) Total includes (i) 9,719 time-based restricted stock units ("RSUs") previously awarded under the Issuer's Long-term Incentive Plan (the "Plan") and vesting in February 2019, (ii) 8,737 RSUs previously awarded under the Plan and vesting in February 2020 and (iii) 9,248 RSUs previously awarded under the Plan and vesting in February 2021. The awards to vest in 2019 and 2020 shall vest if the Reporting Person 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 award to vest in 2021 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 award to vest in 2021 shall vest on a pro-rata basis in the event of her retirement unless she satisfies various conditions for full vesting, as described in the Issuer's Proxy Statement filed with the SEC on March 15, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.