

CENTERPOINT ENERGY INC

Form S-8 POS

December 14, 2007

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As filed with the Securities and Exchange Commission on December 14, 2007

Registration No. 333-115976

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

POST-EFFECTIVE AMENDMENT NO. 1

to

Form S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CENTERPOINT ENERGY, INC.

(Exact name of registrant as specified in its charter)

Texas

*(State or other jurisdiction of
incorporation or organization)*

74-0694415

*(I.R.S. Employer
Identification Number)*

1111 Louisiana

Houston, Texas

(Address of principal executive offices)

77002

(Zip code)

CENTERPOINT ENERGY, INC. SAVINGS PLAN

(Full title of the plan)

Rufus S. Scott

Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary

1111 Louisiana

Houston, Texas 77002

(713) 207-1111

(Name and address, including zip code, and telephone number, including area code, of agent for service)

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Opinion of Baker Botts L.L.P.

Consent of Deloitte & Touche LLP

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (Registration No. 333-115976) is being filed to provide the opinion of counsel required as an exhibit by Part II, Item 8 of Form S-8 with respect to original issuance securities. Securities issued pursuant to the CenterPoint Energy, Inc. Savings Plan (the Plan) prior to the filing of this Amendment No. 1 have not been original issuance securities and therefore did not require an opinion of counsel. Following the effective time of this Amendment No. 1, CenterPoint Energy, Inc. may issue original issuance securities pursuant to the Plan and is therefore filing with this Amendment No. 1 the required opinion of counsel.

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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. Exhibits

The following documents are filed as part of this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 or incorporated by reference herein:

| Exhibit Number | Document Description | Report or Registration Statement | SEC File or Registration Number | Exhibit Reference |
|----------------|--|---|---------------------------------|-------------------|
| 4.1* - | Amended and Restated Articles of Incorporation of CenterPoint Energy, Inc. | Registration Statement on Form S-4 of CenterPoint Energy, Inc. | 3-69502 | 3.1 |
| 4.2* - | Articles of Amendment to the Amended and Restated Articles of Incorporation of CenterPoint Energy, Inc. | Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001 | 1-31447 | 3.1.1 |
| 4.3* - | Amended and Restated Bylaws of CenterPoint Energy, Inc. | Form 8-K of CenterPoint Energy, Inc. filed October 31, 2007 | 1-31447 | 3.1 |
| 4.4* - | Form of CenterPoint Energy Stock Certificate | Registration Statement on Form S-4 of CenterPoint Energy, Inc. | 3-69502 | 4.1 |
| 4.5* - | 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 |
| 4.6* - | Statement of Resolution Establishing Series of Shares designated Series A Preferred Stock and Form of Rights Certificate | Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2001 | 1-31447 | 3.3 |
| 5.1 - | Opinion of Baker Botts L.L.P. | | | |
| 23.1 - | Consent of Deloitte & Touche LLP | | | |
| 23.2 - | Consent of Baker Botts L.L.P. (included in Exhibit 5.1) | | | |
| 24.1*- | Powers of Attorney | Included on the signature page of Registration Statement on Form S-8 of CenterPoint | 3-115976 | 24.1 |

Energy, Inc.

* Incorporated
herein by
reference as
indicated.

The registrant undertakes that the Savings Plan and any amendment thereto have been or will be submitted to the Internal Revenue Service (IRS) in a timely manner and all changes required by the IRS for the Savings Plan to be qualified under Section 401 of the Internal Revenue Code have been or will be made.

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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-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on December 13, 2007.

CENTERPOINT ENERGY, INC.
(Registrant)

By: /s/ David M. McClanahan
David M. McClanahan
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 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 | December 13, 2007 |
| David M. McClanahan | (Principal Executive Officer) | |
| /s/ Gary L. Whitlock | Executive Vice President and Chief Financial Officer | December 13, 2007 |
| Gary L. Whitlock | (Principal Financial Officer) | |
| /s/ Walter L. Fitzgerald | Senior Vice President and Chief Accounting Officer | December 13, 2007 |
| Walter L. Fitzgerald | (Principal Accounting Officer) | |
| /s/ Milton Carroll | Director | December 13, 2007 |
| Milton Carroll | | |
| /s/ Donald R. Campbell | Director | December 13, 2007 |
| Donald R. Campbell | | |
| /s/ Derrill Cody | Director | December 13, 2007 |
| Derrill Cody | | |
| /s/ O. Holcombe Crosswell | Director | December 13, 2007 |
| O. Holcombe Crosswell | | |
| /s/ Janiece M. Longoria | Director | December 13, 2007 |
| Janiece M. Longoria | | |
| * | Director | December 13, 2007 |
| Thomas F. Madison | | |
| /s/ Robert T. O Connell | Director | December 13, 2007 |
| Robert T. O Connell | | |
| /s/ Michael E. Shannon | Director | |

Michael E. Shannon

December 13,
2007

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| Signature | Title | Date |
|--|--------------|----------------------|
| /s/ Peter S. Wareing | Director | December 13, 2007 |
| Peter S. Wareing /s/ Sherman M. Wolff | Director | December 13, 2007 |
| Sherman M. Wolff | | |

*By: /s/ David M. McClanahan

David M. McClanahan
Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, the Benefits Committee has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on behalf of the CenterPoint Energy, Inc. Savings Plan by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on December 13, 2007.

CENTERPOINT ENERGY, INC. SAVINGS
PLAN

By: /s/ Marc Kilbride
Marc Kilbride
Chairman of the Benefits Committee of
CenterPoint Energy, Inc., Plan
Administrator

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