CENTERPOINT ENERGY INC

Form 5

January 13, 2015

FORM 5

OMB APPROVAL

1.0

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: January 31,

Washington, D.C. 20549 Check this box if no longer subject to Section 16.

Expires: 2005 Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL burden hours per OWNERSHIP OF SECURITIES response...

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

MCGOLDRICK JOSEPH B			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) ((Mo	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014			-	Director 10% Owner Officer (give title Other (specify below)			
1111 LOUIS						Exec VP - Div Pre				
	(Street)		4. If Amendment, Date Origin Filed(Month/Day/Year)			(6. Individual or J	oint/Group Rep	Reporting	
				(check applicable lin					;)	
HOUSTON,	TX 77002						_X_ Form Filed by Form Filed by Person			
(City)	(State)	(Zip)	Table I - Non-De	rivative Sec	curities	s Acqu	ired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution		Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	11/19/2014	Â	G	1,000	D	\$0	61,088 (1)	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	16,368	I	By Savings Plan (2)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			contained	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 2270 (9-02)	

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
		Derivative				Securities			(Instr.	3 and 4)	
		Security				Acquired					
		•				(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
										A 4	
										Amount	
							Date	Expiration	T:41-	or Namel	
						Exercisable	Date		Number		
						(A) (D)				of	
						(A) (D)				Shares	

of D Se

Is

Reporting Owners

Reporting Owner Name / Address	Relationships						
·F···· & ····	Director	10% Owner	Officer	Other			
MCGOLDRICK JOSEPH B 1111 LOUISIANA HOUSTON, TX 77002	Â	Â	Exec VP - Div Pres	Â			

Signatures

/s/ Vincent A. Mercaldi, Attorney-in-Fact 01/13/2015

**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).
- Total includes 7,800 time-based restricted stock units previously awarded under the Issuer's Long Term Incentive Plan and vesting in (1) February 2017 if the reporting person is an employee of Issuer through such date and on a pro-rata basis in the event of his earlier retirement, disability or death.
- (2) Equivalent shares held in CenterPoint Energy, Inc. Savings Plan as of 12/31/2014.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2