

ORTENSTONE SUSAN B

Form 4

March 04, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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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 *
ORTENSTONE SUSAN B2. 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)
02/28/2019☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
SVP and Chief HR Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2019		A	(A) or (D) Amount 23,929 (1)	\$ 0	61,425	D
Common Stock	02/28/2019		F	(A) or (D) Amount 5,827 (2)	\$ 30.14	55,598 (3)	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)

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. Number of Derivative Securities Beneficial Owned Following Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORTENSTONE SUSAN B 1111 LOUISIANA HOUSTON, TX 77002			SVP and Chief HR Officer	

Signatures

Vincent A. Mercaldi,
Attorney-in-Fact

**Signature of Reporting Person

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) Vesting of performance shares awarded in 2016 under the Issuer's Long-term Incentive Plan.
- (2) Shares withheld for taxes upon vesting of performance shares.

Total includes (i) 5,276 time-based restricted stock units ("RSUs") previously awarded under the Issuer's Long-term Incentive Plan (the "Plan") and vesting in February 2020, (ii) 5,836 RSUs previously awarded under the Plan and vesting in February 2021, and (iii) 5,719 RSUs previously awarded under the Plan and vesting in February 2022. The award to vest in 2020 shall vest if the Reporting Person

- (3) 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 above awards to vest in 2021 and 2022 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 above awards to vest in 2021 and 2022 shall vest on a pro-rata basis in the event of her retirement unless she satisfies various conditions for full vesting.

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.