

Prochazka Scott M  
Form 4  
March 05, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Prochazka Scott M

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)  
03/01/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

HOUSTON, TX 77002  
(City) (State) (Zip)

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

**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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	03/01/2018		S <sup>(1)</sup>		1,000	D	
					\$ 26.99		
					329,247 <sup>(3)</sup>	D	
					<sup>(2)</sup>		
Common Stock					6,773	I	By Savings Plan <sup>(4)</sup>

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

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SEC 1474 (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 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 Owned Beneficially (Instr. 5)
				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
Prochazka Scott M 1111 LOUISIANA HOUSTON, TX 77002	X		President & CEO	

**Signatures**

By Vincent A. Mercaldi,  
 Attorney-in-Fact  
 \*\*Signature of Reporting Person  
 Date 03/05/2018

**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) The sale of shares reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person. The adoption of the trading plan was previously disclosed by the Issuer in its Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC") on March 28, 2017, and the subsequent amendment of the trading plan was previously disclosed by the Issuer in its Current Report on Form 8-K filed with the SEC on February 27, 2018.
  - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.77 to \$27.28, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
  - (3) Total includes (i) 63,258 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2019, (ii) 54,115 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2020, and (iii) 61,515 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2021. Each of the above awards shall vest if the Reporting Person continues to be an employee of Issuer from the grant date through the vesting date and on a pro-rata basis in the event of his earlier retirement, disability or death.
  - (4) Equivalent shares held in CenterPoint Energy, Inc. Savings Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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