CARROLL MILTON

Form 4 April 24, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

Form 4 or
Form 5

obligations
may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CARROLL MILTON			2. Issuer Name and Ticker or Trading Symbol CENTERPOINT ENERGY INC [CNP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) 1111 LOUISIA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2009	X Director 10% Owner Officer (give title below) Other (specify below)
HOUSTON, T	(Street) X 77002		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned

(City)	(State) (2	Table	I - Non-De	erivative Secu	urities Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	3	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired (A	A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 a	ind 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(A \	Reported		
					A)	Transaction(s)		
			Code V		or D) Price	(Instr. 3 and 4)		
Common Stock	04/23/2009		A	4,000 A	(2)	143,000 (3) (4)	D	

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
CARROLL MILTON 1111 LOUISIANA HOUSTON, TX 77002	X						

Signatures

Milton Carroll 04/24/2009

**Signature of Person Date

**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).
- This common stock is time-based restricted stock awarded to outside directors then in office as of May 1, 2009. Shares will vest in one-third increments on May 1, 2010, May 1, 2011 and May 1, 2012 if the reporting person is a director of Issuer through such dates; provided however, the shares become fully vested in the event of a change of control of issuer.
- (2) Price is not applicable.
- Includes 1,000 shares of time-based restricted stock awarded in 2006 that will vest in 2009; 2,666 shares of time-based restricted stock awarded in 2007 that will vest in 1,333 share increments on June 1, 2009 and June 1, 2010; and 4,000 shares of time-based restricted stock awarded in 2008 that will vest in one-third increments on May 1, 2009, May 1, 2010 and May 1, 2011 if the reporting person is a director of Issuer through such dates; provided however, the shares become fully vested in the event of a change of control of issuer.
- Includes 25,000 shares of common stock that may be issued on May 31, 2009 at the election of the reporting person in lieu of a cash award equal to the product of (i) 25,000 and (ii) the closing price per share of CenterPoint Energy, Inc.'s common stock on the consolidated reporting system for the New York Stock Exchange on the award date in connection with his compensation arrangement as non-executive chairman of the board of the company.

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.

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