

CARROLL MILTON
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
Estimated average burden hours per response... 0.5

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 *
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) (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)
Executive Chairman

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) V Amount 108,763 (1)	\$ 0 267,784	D	
Common Stock	02/28/2019		F	(A) or (D) V Amount 42,483 (2)	\$ 30.14 225,301 (3)	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)

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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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...)		
								Amount or Number of Shares			
								Date Exercisable	Expiration Date	Title	
								Code	V	(A)	(D)

Reporting Owners

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

Signatures

By Vincent A. Mercaldi,
Attorney-in-Fact

03/04/2019

__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).

- (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) 22,873 time-based restricted stock units ("RSUs") awarded under Issuer's Long-term Incentive Plan (the "Plan") and vesting in February 2020, (ii) 23,906 RSUs awarded under Plan and vesting in February 2021 and (iii) 23,742 RSUs awarded under Plan and vesting in February 2022. The award to vest in 2020 shall vest if Reporting Person continues to be an employee of Issuer from grant date through vesting date and on a pro-rata basis in event of his earlier retirement, disability or death. The awards to vest in 2021 and 2022 shall vest (i) if he continues to be an employee of Issuer from grant date through vesting date and (ii) in event of his disability or death. Also, the awards to vest in 2021 and 2022 shall vest on a pro-rata basis in event of his retirement unless he satisfies conditions for full vesting. For all above awards, Reporting Person is treated as currently retirement eligible.

- (3) date through vesting date and on a pro-rata basis in event of his earlier retirement, disability or death. The awards to vest in 2021 and 2022 shall vest (i) if he continues to be an employee of Issuer from grant date through vesting date and (ii) in event of his disability or death. Also, the awards to vest in 2021 and 2022 shall vest on a pro-rata basis in event of his retirement unless he satisfies conditions for full vesting. For all above awards, Reporting Person is treated as currently retirement eligible.

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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