#### **CARROLL MILTON**

Form 4 May 25, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and A CARROLL	Symbol	CENTERPOINT ENERGY INC				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)		(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2007			_X_ Director Officer (gives below)		6 Owner er (specify		
(Street) 4. If A			. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
HOUSTON,		7. )	Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acc				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.	4. SecurionAcquirect Disposect (Instr. 3,	ties l (A) c l of (D	or O)	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	05/24/2007		A	4,000 (1)	A	<u>(2)</u>	60,000 (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 **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 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. Transactic Code (Instr. 8)	5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

# **Reporting Owners**

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

# **Signatures**

Milton Carroll 05/25/2007

\*\*Signature of 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).
- This common stock is time based restricted stock awarded to outside directors then in office as of June 1, 2007. Shares will vest in one-third increments on June 1, 2008, June 1, 2009 and June 1, 2010 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 2004 that will vest on July 1, 2007; 2,000 shares of time based restricted stock awarded in 2005 that will vest in one-half increments on July 1, 2007 and July 1, 2008; and 3,000 shares of time based restricted
- (3) stock awarded in 2006 that will vest in one-third increments on June 1, 2007, June 1, 2008 and June 1 2009 if the reporting person is a director of the Company through such dates; provided however, the shares become fully vested in the event of a change of control of Issuer.

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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