

CENTERPOINT ENERGY INC  
 Form 4  
 March 02, 2017

**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 \*  
**MCGOLDRICK JOSEPH B**

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)  
**02/28/2017**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Exec VP - Div Pres**

**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)
			Code	V	Amount or Price		
Common Stock	02/28/2017		A		8,814 (1) \$ 0	D	
Common Stock	02/28/2017		F		2,411 (2) \$ 27.32	D	
Common Stock	03/01/2017		F		7,576 (3) \$ 27.7	D	
Common Stock					305	I	By Savings Plan (5)

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

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(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 Beneficially Owned (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
MCGOLDRICK JOSEPH B 1111 LOUISIANA HOUSTON, TX 77002			Exec VP - Div Pres	

## Signatures

Vincent A. Mercaldi,  
Attorney-in-Fact

03/02/2017

\_\_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 2014 under the Issuer's Long-term Incentive Plan.
- (2) Shares withheld for taxes upon vesting of performance shares.
- (3) Shares withheld for taxes upon vesting of time-based restricted stock units.

Total includes (i) 9,770 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2018, and (ii) 12,471 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2019. 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.

- (5) 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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