Vortherms Joseph John Form 4 February 26, 2018

# FORM 4

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

OMB APPROVAL

Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Vortherms Joseph John Issuer Symbol CENTERPOINT ENERGY INC (Check all applicable) [CNP] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title \_ Other (specify (Month/Day/Year) below) below) 1111 LOUISIANA 02/22/2018 Senior VP (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77002 Person

| (City)                               | (State) (Z                           | Zip) Table  | I - Non-De                             | erivative S                                       | ecuri            | ties Acc | quired, Disposed o  | of, or Beneficial                                      | lly Owned                                  |
|--------------------------------------|--------------------------------------|---|--|---|------------------|----------|---|--|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securin<br>nAcquired<br>Disposed<br>(Instr. 3, | (A) o<br>of (D   | )        | 5. Amount of<br>Securities<br>Beneficially<br>Owned         | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|                                      |                                      |   | Code V                                 | Amount  | (A)<br>or<br>(D) | Price    | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (Instr. 4)   | (Instr. 4)                                 |
| Common<br>Stock                      | 02/22/2018                           |   | A                                      | 1,709<br>(1)                                      | A                | \$ 0     | 13,196  | D  |  |
| Common<br>Stock                      | 02/22/2018                           |   | F                                      | 508 (2)   | D                | \$ 27    | 12,688 <u>(3)</u>   | D  |  |
| Common<br>Stock                      |                                      |   |  |   |                  |          | 10,596  | I  | By Savings<br>Plan (4)                     |

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

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#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and     | 7. Title     | e and             | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-----------------|--------------|-------------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | 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      | ties              | (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)  |               |                 |              |                   |             |        |
|             |             |                     |                    |            |            |               |                 |              | Amount            |             |        |
|             |             |                     |                    |            |            |               |                 |              | Amount            |             |        |
|             |             |                     |                    |            |            | Date          | Expiration Date |              | or<br>Name la sur |             |        |
|             |             |                     |                    |            |            | Exercisable   |                 | Title Number |                   |             |        |
|             |             |                     |                    | C 1 W      | (A) (D)    |               |                 |              | of                |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |                 | ,            | Shares            |             |        |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |
| Vortherms Joseph John          |               |           |         |       |  |  |  |

1111 LOUISIANA HOUSTON, TX 77002

Senior VP

# **Signatures**

Vincent A. Mercaldi, Attorney-in-Fact

02/26/2018

\*\*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 2015 under the Issuer's Long-term Incentive Plan.
- (2) Shares withheld for taxes upon vesting of performance shares.
  - Total includes (i) 1,775 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2019, (ii) 2,537 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in
- (3) February 2020, and (iii) 3,519 time-based restricted stock units previously awarded under the Issuer's Long-term Incentive Plan and vesting in February 2021. Each award shall vest if the Reporting Person continues to be an employee of Issuer from the grant date through the vesting date and on a prorata 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. 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. >\*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)Securities held by Irwin M. Jacobs & Joan Klein Jacobs as Trustees of the Irwin Mark Jacobs & Joan Klein Jacobs Family Trust UTA dtd 6/2/80, as amended 6/30/92.(2)The

Reporting Owners 2

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disposition of shares was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.(3)Employee stock options granted under the Company's 1991 Stock Option Plan. The options vest at the rate of 20% on January 27, 1997, 20% on January 27, 1998, 20% on January 27, 1999, and 40% on January 27, 2000.

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