

CENTERPOINT ENERGY RESOURCES CORP

Form 4

September 06, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *

CENTERPOINT ENERGY
RESOURCES CORP

2. Issuer Name and Ticker or Trading

Symbol

Enable Midstream Partners, LP
[ENBL]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)

09/04/2018

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

HOUSTON, TX 77002

(City) (State) (Zip)

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

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 Units Representing Limited Partner Interests	09/04/2018		J(2)	233,856,623	D (2)	0 (1) (2)	D

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

**Persons who respond to the collection of
information contained in this form are not
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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

CENTERPOINT ENERGY RESOURCES CORP
1111 LOUISIANA
HOUSTON, TX 77002

X

Signatures

CenterPoint Energy Resources Corp., /s/ Vincent A. Mercaldi, Corporate
Secretary

09/06/2018

__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).

This Form 4 is being filed by CenterPoint Energy Resources Corp. ("CERC"). CenterPoint Energy, Inc. ("CenterPoint Energy") indirectly owns all of the outstanding equity interests in CERC, which, prior to the Internal Spin (as defined below), was the record holder of the common units of Enable Midstream Partners, LP (the "Issuer"). CenterPoint Energy may be deemed the beneficial owner of all common units held by CERC. Pursuant to the Internal Spin, CERC is filing this "exit" Form 4 to report that it is no longer the beneficial owner or record holder of securities of the Issuer. CNP Midstream (as defined below) is filing a separate Form 3 to report beneficial ownership of securities of the Issuer in connection with the Internal Spin. The Internal Spin did not involve any purchase or sale of securities of the Issuer (Blau v. Mission Corp., 212. F.2d 77, 79 (2d Cir. 1954)).

On September 4, 2018, CERC entered into a Contribution Agreement, by and between CERC and CenterPoint Energy Midstream, Inc., a wholly owned subsidiary of CERC ("CNP Midstream"), pursuant to which CERC contributed all of the common units of the Issuer held by CERC, to CNP Midstream. Immediately following such contribution, CERC distributed all of its interest in CNP Midstream to Utility Holding, LLC ("Utility Holding"), CERC's sole stockholder and a wholly owned subsidiary of CenterPoint Energy. Utility Holding then distributed all of its interest in CNP Midstream to CenterPoint Energy, its sole member (collectively, such transactions, the "Internal Spin"). Pursuant to the Internal Spin, CNP Midstream, a wholly owned subsidiary of CenterPoint Energy, became the sole record holder of the common units of the Issuer. CenterPoint Energy may be deemed the beneficial owner of all common units held by CNP Midstream.

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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