CENTERPOINT ENERGY INC
Form POS AM
January 24, 2006

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY 24, 2006
REGISTRATION NO. 333-110348

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CENTERPOINT ENERGY, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

TEXAS	1111 LOUISIANA HOUSTON, TEXAS 77002 (713) 207-1111	
(State or other jurisdiction of incorporation or organization)	(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)	(I.R.S. Emp

RUFUS S. SCOTT
VICE PRESIDENT, DEPUTY GENERAL COUNSEL
AND ASSISTANT CORPORATE SECRETARY
1111 LOUISIANA
HOUSTON, TEXAS 77002
(713) 207-1111
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

GERALD M. SPEDALE BAKER BOTTS L.L.P. 910 LOUISIANA STREET HOUSTON, TEXAS 77002 (713) 229-1234	STEVEN R. LOESHELLE DEWEY BALLANTINE L.L.P. 1301 AVENUE OF THE AMERICAS NEW YORK, NEW YORK 10019 (212) 259-6160

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [ ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

REMOVAL OF SECURITIES FROM REGISTRATION

Pursuant to its Registration Statement on Form S-3 (Registration No. 333-110348), as amended by Amendment No. 1 thereto filed on November 21, 2003 and Amendment No. 2 thereto filed on December 1, 2003 and Post-Effective Amendment No. 1 thereto filed on November 30, 2005 (the "Registration Statement"), CenterPoint Energy, Inc., a Texas corporation ("CenterPoint"), registered for resale $575,000,000 aggregate principal amount of its 3.75% Convertible Senior Notes due May 15, 2023 (the "Notes") and 49,654,585 shares, par value $0.01 per share, of its common stock (the "Common Stock") issuable upon conversion of such Notes. The Registration Statement was declared effective by the Securities and Exchange Commission on December 4, 2003. As of August 22, 2005, $33,928,000 aggregate principal amount of the Notes had not been sold pursuant to the Registration Statement. No shares of Common Stock have been sold pursuant to the Registration Statement.

In accordance with the undertaking contained in Part II, Item 17(a)(3) of the Registration Statement, CenterPoint is filing this Post-Effective Amendment No. 2 to the Registration Statement to remove from registration any of the Notes and the Common Sock issued or issuable upon conversion thereof that have not been sold under the Registration Statement as of the date hereof. CenterPoint is deregistering these securities because its obligation to maintain the effectiveness of the Registration Statement has ceased.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on January 24, 2006.

CENTERPOINT ENERGY, INC.

By: /s/ David M. McClanahan

David M. McClanahan
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 24, 2006.

/s/ David M. McClanahan -- David M. McClanahan	President and Chief Executive Office
/s/ Gary L. Whitlock -- Gary L. Whitlock	Executive Vice President and Chief F (Principal Financial Officer)
/s/ James S. Brian --- James S. Brian	Senior Vice President and Chief Acco (Principal Accounting Officer)
* -- Donald R. Campbell	Director
* -- Milton Carroll	Director
* -- Derrill Cody	Director
* -- John T. Cater	Director
* -- O. Holcombe Crosswell	Director
* -- Janiece M. Longoria	Director
*	

Thomas F. Madison	Director
* Robert T. O'Connell	Director
* Michael E. Shannon	Director
* Peter S. Wareing	Director

*By: /s/ Rufus S. Scott

Rufus S. Scott, as Attorney-in-fact,
pursuant to powers of attorney previously filed with the
Securities and Exchange Commission