

CENTERPOINT ENERGY INC  
Form DEFA14A  
March 11, 2011

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**  
**Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Exchange Act Rule 14a-12

**CenterPoint Energy, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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\*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on April 21, 2011. CENTERPOINT ENERGY, INC. Meeting Information Meeting Type: Annual Meeting For holders as of: February 22, 2011 Date: April 21, 2011 Time: 9:00 AM CDT Location: AUDITORIUM 1111 LOUISIANA STREET HOUSTON, TX 77002 CENTERPOINT ENERGY, INC. C/O INVESTOR SERVICES P.O. BOX 4505 HOUSTON, TX 77210-4505 You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. M31174-P06135 See the reverse side of this notice to obtain proxy materials and voting instructions.

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Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE:  
NOTICE AND PROXY STATEMENT ANNUAL REPORT M31175-P06135 How to View Online:  
Have the information that is printed in the box marked by the arrow J ..XXXX XXXX XXXX (located on  
the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). How to Request and Receive a PAPER or E-MAIL  
Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is  
NO charge for requesting a copy. Please choose one of the following methods to make your request: 1)  
BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL\*:  
[sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \* If requesting materials by e-mail, please send a blank e-mail with the  
information that is printed in the box marked by the arrow J ..XXXX XXXX XXXX (located on the  
following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address  
will NOT be forwarded to your investment advisor. Please make the request as instructed above on or  
before April 7, 2011 to facilitate timely delivery. How To Vote Please Choose One of the Following  
Voting Methods Vote In Person: Many shareholder meetings have attendance requirements including, but  
not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please  
check the meeting materials for any special requirements for meeting attendance. At the meeting, you will  
need to request a ballot to vote these shares. Vote By Internet: To vote now by Internet, go to  
[www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow J ..XXXX  
XXXX XXXX available and follow the instructions. Vote By Mail: You can vote by mail by requesting a  
paper copy of the materials, which will include a proxy card.

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Voting Items The Board of Directors recommends you vote FOR the following proposals: 1. Election of Directors Nominees: 1a. Donald R. Campbell 1b. Milton Carroll 1c. O. Holcombe Crosswell 1d. Michael P. Johnson 1e. Janiece M. Longoria 1f. David M. McClanahan 1g. Susan O. Rheney 1h. R. A. Walker 1i. Peter S. Wareing 1j. Sherman M. Wolff 2. Ratify the appointment of Deloitte & Touche LLP as independent auditors for 2011; 3. Approve the advisory resolution on executive compensation; The Board of Directors recommends you vote 1 year on the following proposal: 4. Advisory vote on the frequency of future advisory shareholder votes on executive compensation; The Board of Directors recommends you vote FOR the following proposals: 5. Approve the material terms of the performance goals of the Short Term Incentive Plan; 6. Approve the amendment to the Stock Plan for Outside Directors; NOTE: Such other business as may properly come before the meeting or any adjournment thereof.