

CENTERPOINT ENERGY INC
Form 8-K
April 26, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **April 21, 2011**

CENTERPOINT ENERGY, INC.

(Exact name of registrant as specified in its charter)

Texas

(State or other jurisdiction
of incorporation)

1-31447

(Commission File Number)

74-0694415

(IRS Employer
Identification No.)

**1111 Louisiana
Houston, Texas**

(Address of principal executive offices)

77002

(Zip Code)

Registrant's telephone number, including area code: **(713) 207-1111**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

At the annual meeting of the shareholders of CenterPoint Energy, Inc. (CenterPoint Energy) held on April 21, 2011, the matters voted upon and the number of votes cast for or against (or, with respect to the advisory vote on the frequency of future shareholder advisory votes on executive compensation, the number of votes cast for one year, two years or three years), as well as the number of abstentions and broker non-votes as to such matters, were as stated below. The proposals related to each matter are described in detail in CenterPoint Energy's definitive proxy statement for the annual meeting, which was filed with the SEC on March 11, 2011.

Election of Directors (Item 1)

The following nominees for directors were elected to serve one-year terms expiring at the 2012 annual meeting of shareholders:

| Nominee | For | Against | Abstentions | Broker Non-Votes |
|-----------------------|-------------|------------|-------------|---------------------|
| Donald R. Campbell | 299,415,635 | 7,068,768 | 891,762 | 59,188,962 |
| Milton Carroll | 296,799,836 | 9,541,693 | 1,034,636 | 59,188,962 |
| O. Holcombe Crosswell | 296,542,043 | 9,972,363 | 861,759 | 59,188,962 |
| Michael P. Johnson | 298,777,893 | 7,656,320 | 941,952 | 59,188,962 |
| Janiece M. Longoria | 299,751,847 | 6,762,312 | 862,006 | 59,188,962 |
| David M. McClanahan | 300,578,597 | 5,980,710 | 816,858 | 59,188,962 |
| Susan O. Rheney | 300,221,804 | 6,246,680 | 907,681 | 59,188,962 |
| R. A. Walker | 286,831,065 | 19,692,425 | 852,675 | 59,188,962 |
| Peter S. Wareing | 300,398,242 | 6,025,401 | 952,522 | 59,188,962 |
| Sherman M. Wolff | 299,431,722 | 7,045,178 | 899,265 | 59,188,962 |

Ratification of Appointment of Independent Auditors (Item 2)

The appointment of Deloitte & Touche LLP as independent registered public accountants for CenterPoint Energy for 2011 was ratified:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|---------------------|
| 359,896,019 | 5,466,748 | 1,202,360 | 0 |

Advisory Vote on Executive Compensation (Item 3)

The advisory resolution on executive compensation was approved:

| | For | Against | Abstentions | Broker Non-Votes |
|--|-------------|------------|-------------|---------------------|
| | 292,827,446 | 12,963,320 | 1,585,399 | 59,188,962 |

Advisory Vote on the Frequency of Future Shareholder Advisory Votes on Executive Compensation (Item 4)

In the advisory vote on the frequency of future shareholder advisory votes on CenterPoint Energy's executive compensation, votes were cast in favor of holding future advisory votes every year, every two years or every three years as follows:

| One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|-------------|---------------------|
| 267,267,972 | 11,326,647 | 27,528,954 | 1,252,952 | 59,188,962 |

In accordance with the results of this advisory vote, CenterPoint Energy intends to hold future advisory votes on the compensation of its named executive officers, or say-on-pay votes, annually until it next holds an advisory vote on the frequency of say-on-pay votes as required under SEC rules.

Approval of Material Terms of Performance Goals Under Short Term Incentive Plan (Item 5)

The material terms of the performance goals under CenterPoint Energy's short term incentive plan were approved:

| | For | Against | Abstentions | Broker Non-Votes |
|--|-------------|------------|-------------|---------------------|
| | 295,335,423 | 10,522,848 | 1,517,894 | 59,188,962 |

Approval of Amendment to the Centerpoint Energy, Inc. Stock Plan For Outside Directors (Item 6)

The amendment to the CenterPoint Energy, Inc. Stock Plan for Outside Directors to increase the number of shares authorized under the plan was approved:

| | For | Against | Abstentions | Broker Non-Votes |
|--|-------------|------------|-------------|---------------------|
| | 294,213,941 | 11,220,111 | 1,942,113 | 59,188,962 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTERPOINT ENERGY, INC.

Date: April 26, 2011

By: /s/ Walter L. Fitzgerald
Walter L. Fitzgerald
Senior Vice President and Chief
Accounting Officer