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CENTERPOINT ENERGY INC
 Form 424B3
 March 05, 2004

Filed Pursuant to Rule 424(b) (3)
 Registration No. 333-110348

PROSPECTUS SUPPLEMENT NO. 10
 (TO PROSPECTUS DATED DECEMBER 4, 2003)

(CENTERPOINT ENERGY LOGO)

\$575,000,000
 3.75% Convertible Senior Notes due 2023
 and
 Common Stock Issuable Upon Conversion of the Notes

This document supplements our prospectus dated December 4, 2003, relating to \$575,000,000 aggregate principal amount of our 3.75% Convertible Senior Notes Due 2023 and the common stock issuable upon conversion of the notes. You should read this prospectus supplement in conjunction with the accompanying prospectus, which is to be delivered by selling securityholders to prospective purchasers along with this prospectus supplement. The information in the following table supplements the information set forth under the caption "Selling Security Holders" in the prospectus.

| NAME ----- | PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD ----- | PERCENTAGE OF NOTES OUTSTANDING ----- | NUMBER OF COMMON STOCK SHARES MAY BE ISSUED ----- |
|--|---|--|---|
| Citigroup Global Markets Inc.(2)..... | \$1,640,000 | * | 141, |
| D.E. Shaw Valence Portfolios, L.L.C. (f/k/a D.E. Shaw Valence Portfolios, L.P.) (3).. | \$2,500,000 | * | 215, |
| Deutsche Bank Securities Inc.(4)..... | \$26,050,000 | 4.53% | 2,249, |

* Less than 1%

- (1) Calculated using 306,077,942 shares of common stock outstanding as of November 3, 2003. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's notes, but we did not assume conversion of any other holder's notes.
- (2) Citigroup Global Markets Inc. was one of the initial purchasers in connection with the private placement of the notes in May 2003. Citigroup Global Markets Inc. also beneficially owns an additional \$4,144,000 principal amounts of the notes.
- (3) D.E. Shaw Valence Portfolios, L.L.C. also beneficially owns an additional \$23,200,000 principal amount of the notes.
- (4) Deutsche Bank Securities Inc. was one of the initial purchasers in connection with the private placement of the notes in May 2003.

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INVESTING IN THE NOTES INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 10 OF THE ACCOMPANYING PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is March 5, 2004.