

CENTERPOINT ENERGY INC
Form 4
August 31, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CENTERPOINT ENERGY INC

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)
08/30/2017

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ 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)
____ Form filed by One Reporting Person
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units Representing Limited Partner Interests	08/30/2017		C(2)		139,704,916	A	(2)
					233,856,623	I	(1)
					(1)		

See Footnote (1)

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

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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 Security (Instr. 3 and 4)
Subordinated Units Representing Limited Partner Interests	\$ 0 <u>(2)</u>	08/30/2017		C ⁽²⁾	139,704,916	<u>(2)</u> <u>(2)</u>	Common Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CENTERPOINT ENERGY INC 1111 LOUISIANA HOUSTON, TX 77002			X	
CENTERPOINT ENERGY RESOURCES CORP 1111 LOUISIANA HOUSTON, TX 77002			X	

Signatures

CenterPoint Energy, Inc., /s/ Vincent A. Mercaldi, Assistant Corporate Secretary 08/31/2017
__Signature of Reporting Person Date

CenterPoint Energy Resources Corp., /s/ Vincent A. Mercaldi, Assistant Corporate Secretary 08/31/2017
__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).
- (1) This Form 4 is being filed jointly by CenterPoint Energy, Inc. ("CenterPoint Energy") and CenterPoint Energy Resources Corp. ("CERC"). CenterPoint Energy indirectly owns all of the outstanding equity interests in CERC, which is the record holder of the common units and subordinated units of Enable Midstream Partners, LP (the "Issuer"). CenterPoint Energy may be deemed the beneficial owner of all common and subordinated units held by CERC.
- (2) Represents the conversion of 139,704,916 subordinated units representing limited partner interests in the Issuer, which were converted into common units representing limited partner interests on a one-to-one basis upon expiration of the subordination period as set forth in the Issuer's Fourth Amended and Restated Agreement of Limited Partnership.

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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