

Enable Midstream Partners, LP
 Form 4
 June 03, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/30/2014

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

1111 LOUISIANA

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77002

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Units Representing Limited Partner Interests	05/30/2014		J ⁽³⁾ (4)		6,322,457	A	⁽³⁾ <u>(4)</u>
					94,126,366	I	⁽¹⁾ ⁽²⁾ <u>(1)</u> <u>(2)</u> <u>(3)</u>
							See Footnotes <u>(1)</u> <u>(2)</u>

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Right to Acquire Common Units	(3) (4)	05/30/2014		J(3)(4)	6,322,457	(3)(4)	(3)(4)	Common Units	6,322,457

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/ Richard B. Dauphin, Assistant Corporate Secretary 06/03/2014
**Signature of Reporting Person Date

CenterPoint Energy Resources Corp., /s/ Richard B. Dauphin, Assistant Corporate Secretary 06/03/2014
**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) As of June 3, 2014, CenterPoint Energy, through CERC, holds 94,126,366 common units, representing a 22.3% limited partner interest in the Issuer and 139,704,916 subordinated units, representing a 33.1% interest in the Issuer, for a combined 55.4% limited partner interest in the Issuer.
- (3) On May 13, 2014, pursuant to the master formation agreement under which the Issuer was formed, CenterPoint Energy exercised a put right with respect to a 24.95% interest in Southeast Supply Header, LLC ("SESH") in exchange for 6,322,457 common units. The transaction closed on May 30, 2014. CenterPoint Energy has a put right, and the Issuer has a call right, exercisable with respect to a 0.1% interest in SESH (which may be exercised no earlier than May 2015). If CenterPoint Energy were to exercise its remaining put right or

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the Issuer were to exercise its remaining call right, CenterPoint Energy would contribute to the Issuer its 0.1% interest in SESH in exchange for 25,341 common units.

Pursuant to the master formation agreement and subject to certain restrictions, if the fair market value of the contributed SESH interest was more or less than the value contemplated in the master formation agreement, a cash payment may have been required by either the

- (4) Issuer or CenterPoint Energy in order to ensure that the value of the total consideration paid by the Issuer equaled the fair market value of the contributed SESH interest. No cash payment was required in connection with CenterPoint Energy's exercise of its put right with respect to the 24.95% interest in SESH.

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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