

TEXAS GENCO HOLDINGS INC
Form 4
December 16, 2004

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 *
TEES DAVID G

2. Issuer Name and Ticker or Trading Symbol
TEXAS GENCO HOLDINGS INC [TGN]

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)
12/14/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

HOUSTON, TX 77002

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

(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 (D) Price			
Common Stock	12/14/2004		D ⁽¹⁾	389 D \$ 47 0		D	
Common Stock	12/14/2004		D ⁽¹⁾	672 D \$ 47 0		I	By Savings Plan ⁽²⁾
Common Stock	12/14/2004		D ⁽¹⁾	50 D \$ 47 0		I	By Spouse ⁽³⁾

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5), Amount or Number of Shares.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: TEES DAVID G, 1111 LOUISIANA HOUSTON, TX 77002, X, President and CEO.

Signatures

David G. Tees, 12/16/2004, **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) These securities were disposed of pursuant to a merger (the "Merger") of a wholly owned subsidiary of CenterPoint Energy, Inc. ("CenterPoint Energy") with and into Texas Genco Holdings, Inc. ("TGN") pursuant to which all of the outstanding shares of common stock of TGN (other than the 64,764,240 shares owned by Utility Holding, LLC and shares held by shareholders who validly perfect their dissenter's rights under Texas law) were converted into the right to receive \$47.00 per share in cash without interest. Following the Merger, TGN became an indirect wholly owned subsidiary of CenterPoint Energy. In addition, following the Merger, all of the shares of outstanding capital stock of TGN were delisted from the NYSE and are no longer publicly traded.
(2) Equivalent Shares held in CenterPoint Energy, Inc. Savings Plan as of 12/13/2004
(3) The filing of this Form 4 shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of such equity securities

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.