

CENTERPOINT ENERGY RESOURCES CORP
 Form 4
 September 06, 2018

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
 RESOURCES CORP

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)
 09/04/2018

____ 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)
 ___X___ Form filed by One Reporting Person
 ____ 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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Units Representing Limited Partner Interests | 09/04/2018 | | J(2) | | 233,856,623 | D(2) | (2) |
| | | | | | 0 | (1) (2) | |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

CenterPoint Energy Resources Corp., /s/ Vincent A. Mercaldi, Corporate Secretary
Date: 09/06/2018

__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).

This Form 4 is being filed by CenterPoint Energy Resources Corp. ("CERC"). CenterPoint Energy, Inc. ("CenterPoint Energy") indirectly owns all of the outstanding equity interests in CERC, which, prior to the Internal Spin (as defined below), was the record holder of the common units of Enable Midstream Partners, LP (the "Issuer"). CenterPoint Energy may be deemed the beneficial owner of all common units held by CERC. Pursuant to the Internal Spin, CERC is filing this "exit" Form 4 to report that it is no longer the beneficial owner or record holder of securities of the Issuer. CNP Midstream (as defined below) is filing a separate Form 3 to report beneficial ownership of securities of the Issuer in connection with the Internal Spin. The Internal Spin did not involve any purchase or sale of securities of the Issuer (Blau v. Mission Corp., 212. F.2d 77, 79 (2d Cir. 1954)).

On September 4, 2018, CERC entered into a Contribution Agreement, by and between CERC and CenterPoint Energy Midstream, Inc., a wholly owned subsidiary of CERC ("CNP Midstream"), pursuant to which CERC contributed all of the common units of the Issuer held by CERC, to CNP Midstream. Immediately following such contribution, CERC distributed all of its interest in CNP Midstream to Utility Holding, LLC ("Utility Holding"), CERC's sole stockholder and a wholly owned subsidiary of CenterPoint Energy. Utility Holding then distributed all of its interest in CNP Midstream to CenterPoint Energy, its sole member (collectively, such transactions, the "Internal Spin"). Pursuant to the Internal Spin, CNP Midstream, a wholly owned subsidiary of CenterPoint Energy, became the sole record holder of the common units of the Issuer. CenterPoint Energy may be deemed the beneficial owner of all common units held by CNP Midstream.

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.