FORM 424B5

Prospectus filed pursuant to Rule 424(b)(5)

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FILER

CENTRAL POWER & LIGHT CO /TX/

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Registration No. 33-49577
Filed Pursuant to Rule 424(b)(5)

PROSPECTUS SUPPLEMENT
(To Prospectus dated November 18, 1993)

$200,000,000

Central Power and Light Company
6 5/8% FIRST MORTGAGE BONDS DUE 2005

Interest payable January 1 and July 1

THE FIRST MORTGAGE BONDS, SERIES KK, 6 5/8% (THE "NEW BONDS") WILL MATURE ON JULY 1, 2005. THE NEW BONDS MAY NOT BE REDEEMED BY THE COMPANY PRIOR TO MATURITY AND ARE NOT SUBJECT TO ANY SINKING FUND. THE NEW BONDS WILL BE ISSUED ONLY IN FULLY REGISTERED FORM IN DENOMINATIONS OF $1,000 AND INTEGRAL MULTIPLES THEREOF. SEE "SUPPLEMENTAL DESCRIPTION OF THE NEW BONDS".

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT OR THE PROSPECTUS TO WHICH IT RELATES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

PRICE 99.815% AND ACCRUED INTEREST

<TABLE>
<CAPTION>

	PRICE TO PUBLIC(1)	UNDERWRITING DISCOUNTS AND COMMISSIONS(2)	PROCEEDS TO COMPANY(1)(3)
<S>	<C>	<C>	<C>
Per New Bond............................	99.815%	.650%	99.165%
Total...................................	$199,630,000	$1,300,000	$198,330,000

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(1) Plus accrued interest from July 1, 1995.
(2) The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.
(3) Before deducting expenses payable by the Company, estimated at $100,000.

The New Bonds are offered, subject to prior sale, when, as and if accepted by the Underwriters and subject to approval of certain legal matters by Sidley & Austin, counsel for the Underwriters. It is expected that delivery of the New Bonds will be made on or about July 19, 1995, at the office of Morgan Stanley & Co. Incorporated, New York, N.Y., against payment therefor in immediately available funds.

MORGAN STANLEY & CO.
Incorporated
GOLDMAN, SACHS & CO.
J.P. MORGAN SECURITIES INC.

July 11, 1995

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE NEW BONDS AT A

LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

IT IS EXPECTED THAT DELIVERY OF THE NEW BONDS WILL BE MADE AGAINST PAYMENT THEREFOR ON OR ABOUT THE DATE SPECIFIED IN THE LAST PARAGRAPH OF THE COVER PAGE, WHICH IS THE SIXTH BUSINESS DAY FOLLOWING THE DATE HEREOF (SUCH SETTLEMENT CYCLE BEING HEREIN REFERRED TO AS "T+6"). PURCHASERS OF NEW BONDS SHOULD NOTE THAT THE ABILITY TO SETTLE SECONDARY MARKET TRADES OF THE NEW BONDS EFFECTED ON THE DATE HEREOF AND THE NEXT TWO SUCCEEDING BUSINESS DAYS MAY BE EFFECTED BY THE T+6 SETTLEMENT. SEE "UNDERWRITERS".

NO DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY OR ANY UNDERWRITER. NEITHER THIS PROSPECTUS SUPPLEMENT NOR THE ACCOMPANYING PROSPECTUS CONSTITUTES AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY OF THE SECURITIES OFFERED HEREBY IN ANY STATE TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION IN SUCH STATE. NEITHER THE DELIVERY OF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS, NOR ANY SALE MADE HEREUNDER OR THEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THE DATE HEREOF OR THEREOF OR THAT THE INFORMATION CONTAINED OR INCORPORATED BY REFERENCE HEREIN OR THEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE.

PROSPECTUS SUMMARY

The following material is qualified in its entirety by, and should be read in conjunction with, the information appearing elsewhere in this Prospectus Supplement and the accompanying Prospectus and in the documents, financial statements and other information incorporated by reference in this Prospectus Supplement and the accompanying Prospectus.

THE OFFERING

Company.........................	Central Power and Light Company
Amount and Type of Securities....	$200,000,000 First Mortgage Bonds, Series KK
Interest Payment Dates...........	January 1 and July 1, commencing January 1, 1996
Maturity Date....................	July 1, 2005
Redemption.......................	The New Bonds may not be redeemed prior to maturity.
Security.........................	Secured, together with all other outstanding First Mortgage Bonds, by a mortgage on substantially all of the Company's properties.
Use of Proceeds..................	To provide for the redemption of the Company's First Mortgage Bonds, Series Z, 9 3/8%, Due December 1, 2019, to repay short-term debt, to provide working capital and for other general corporate purposes.

SELECTED FINANCIAL INFORMATION
(DOLLARS IN THOUSANDS)

<TABLE>
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<S>	TWELVE MONTHS ENDED MARCH 31, 1995 (UNAUDITED) <C>	YEAR ENDED DECEMBER 31, 1994 <C>	1993 <C>	1992 <C>
Operating Revenues..	$1,082,032	$1,217,979	$1,223,528	$1,113,423
Operating Income..	249,863	256,251	190,079	266,665
Net Income Before Cumulative Effect of Changes in Accounting Principles..	196,816	205,439	145,130	218,511
Cumulative Effect of Changes in Accounting Principles..............	--	--	27,295	--
Net Income..	196,816	205,439	172,425	218,511
Net Utility Plant...	3,462,012	3,469,826	3,453,306	3,406,088*

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* For comparison purposes, certain financial statement items which are

components of Net Utility Plant have been reclassified to conform to the current presentation.

	CAPITALIZATION AT MARCH 31, 1995 (UNAUDITED)	
Long-Term Debt	$1,468,001	46.9%
Preferred Stock	250,351	8.0%
Common Equity	1,408,821	45.1%
	$3,127,173	100.0%

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents heretofore filed by the Company with the Commission pursuant to the Exchange Act are incorporated by reference in this Prospectus Supplement.

1. The Company's Annual Report on Form 10-K for the year ended December 31, 1994.

2. The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1995.

3. The Company's Current Report on Form 8-K dated April 5, 1995.

THE COMPANY

Central Power and Light Company, a Texas corporation (the "Company"), is a public utility company engaged in the production, purchase, transmission, distribution and sale of electricity in South Texas. Central and South West Corporation ("CSW"), a registered public utility holding company under the Public Utility Holding Company Act of 1935, owns all of the issued and outstanding Common Stock of the Company. The Company's executive offices are located at 539 North Carancahua Street, Corpus Christi, Texas 78401-2802, telephone number (512) 881-5300.

RATIO OF EARNINGS TO FIXED CHARGES:

TWELVE MONTHS ENDED MARCH 31, 1995 (UNAUDITED)	YEAR ENDED DECEMBER 31, 1994	1993	1992	1991	1990
2.70	3.24	2.69	3.23	3.18	3.11

For computation of the ratio: (i) earnings consist of operating income plus Federal income taxes, deferred income taxes and investment tax credits, other income and deductions, allowance for funds (both borrowed and equity) used during construction, STP carrying costs and mirror CWIP amortization, and (ii) fixed charges consist of interest on long-term debt and short-term debt, and other interest charges.

USE OF PROCEEDS

The net proceeds from the sale of the New Bonds offered hereby will be used by the Company to redeem all of the Company's outstanding First Mortgage Bonds, Series Z, 9 3/8%, Due December 1, 2019 ("Series Z Bonds"). As of July 1, 1995, $139,165,000 aggregate principal amount of Series Z Bonds were outstanding. The Series Z Bonds will be redeemed at the regular redemption price of 106.98% of the principal amount of such bonds or at par in connection with debt retirement redemptions, plus accrued and unpaid interest to the date of redemption. The balance of the proceeds will be used to repay outstanding short-term borrowings incurred or expected to be incurred primarily to finance construction expenditures, to provide working capital and for other general corporate purposes. At June 30, 1995, the Company had outstanding approximately $145 million of short-term debt with a weighted average interest cost of approximately 6.05%.

SUPPLEMENTAL DESCRIPTION OF THE NEW BONDS

The following description of certain terms of the New Bonds offered hereby supplements, and to the extent inconsistent therewith replaces, the description of the general terms and provisions of the New Bonds set forth in the accompanying Prospectus.

GENERAL

The New Bonds will mature on July 1, 2005, and will bear interest at the rate of 6 5/8% per annum payable on January 1 and July 1, commencing January 1, 1996. The New Bonds will be issued only in fully registered form in denominations of $1,000 and integral multiples thereof, and are not subject to any sinking fund.

The New Bonds offered hereby will be authenticated under the Indenture against $333,333,333 of unused net expenditures for bondable property. As of May 31, 1995, such unused net expenditures aggregated approximately $587,407,754.

REDEMPTION

The New Bonds offered hereby may not be redeemed by the Company prior to maturity.

MAINTENANCE AND RENEWAL

The New Bonds are entitled to the covenants of the Indenture described in the Prospectus under the heading "Description of the New Bonds -- Maintenance and Renewal" and the reference to "Series O through II" in the second sentence of such section shall instead refer to "Series O through KK".

ISSUANCE OF ADDITIONAL BONDS

The Indenture does not fix an overall limitation on the aggregate principal amount of Bonds of all series that may be outstanding thereunder. An aggregate amount of $1,261,630,000 in principal amount of Bonds was outstanding under the Indenture on May 31, 1995.

Based on the unused net expenditures for bondable property test described in the accompanying Prospectus, which is currently the most restrictive of the Indenture's issuance tests, the Company, as of May 31, 1995 could have issued approximately $352,444,652 principal amount of additional Bonds. At May 31, 1995, the Company had approximately $91,770,000 principal amount of previously retired Bonds available for authentication of additional Bonds and such unused net expenditures aggregated approximately $587,407,754.

UNDERWRITERS

Under the terms and subject to the conditions in an Underwriting Agreement dated the date hereof, the Underwriters named below have severally agreed to purchase, and the Company has agreed to sell to them, severally, the respective principal amounts of the New Bonds set forth opposite their respective names below:

<TABLE>
<CAPTION>

UNDERWRITER	PRINCIPAL AMOUNT OF NEW BONDS
Morgan Stanley & Co. Incorporated	$ 68,000,000
Goldman, Sachs & Co.	66,000,000
J.P. Morgan Securities Inc.	66,000,000
Total	$200,000,000

</TABLE>

The Underwriting Agreement provides that the obligations of the Underwriters to pay for and accept delivery of the New Bonds are subject to the approval of certain legal matters by their counsel and to certain other conditions. The Underwriters are committed to take and pay for all of the New Bonds if any are taken.

The Underwriters have advised the Company that they propose to offer part of the New Bonds directly to the public at the public offering price set forth on the cover page of this Prospectus Supplement and part to certain dealers at a price that represents a concession not in excess of .400% of the principal amount of the New Bonds. Any Underwriter may allow, and such dealers may reallow, a discount not in excess of .250% of the principal amount of the New Bonds to certain other dealers. After the initial public offering of the New Bonds, the offering prices and other selling terms may from time to time be varied by the Underwriters.

The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

The Company does not intend to apply for listing of the New Bonds offered hereby on a national securities exchange, but has been advised by the Underwriters that they presently intend to make a market in the New Bonds, as permitted by applicable laws and regulations. The Underwriters are not obligated, however, to make a market in the New Bonds and any such market making may be discontinued at any time at the sole discretion of the Underwriters. Accordingly, no assurance can be given as to the liquidity of, or trading markets for, the New Bonds.

In the ordinary course of their respective businesses, Morgan Stanley & Co. Incorporated has from time to time performed investment banking services for CSW and certain of its affiliates, and affiliates of J.P. Morgan Securities Inc. have engaged, and may in the future engage, in commercial and investment banking transactions with the Company and affiliates of the Company. Sidley & Austin, counsel for the Underwriters, has represented CSW, the Company and other affiliates of CSW from time to time in connection with certain legal matters.

It is expected that delivery of the New Bonds will be made against payment therefor on or about the date specified in the last paragraph of the cover page hereof, which is the sixth business day following the date hereof. Under Rule 15c6-1 recently adopted by the Commission under the Exchange Act, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade New Bonds on the date hereof or the next two succeeding business days will be required, by virtue of the fact that the New Bonds initially will settle in T+6, to specify alternate settlement arrangements to prevent a failed settlement.