

Andrews Kirkland B
Form 4
January 04, 2013

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 *
Andrews Kirkland B

2. Issuer Name and Ticker or Trading Symbol
NRG ENERGY, INC. [NRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
211 CARNEGIE CENTER

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

(Street)
PRINCETON, NJ 08540

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 Ownership (Instr. 4) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock, par value \$.01 per share | 01/02/2012 | | A | (A) 17,700 (1) | (D) 102,575 (3) | D | |

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 or Number of Shares |
| Market Stock Units | (4) | 01/02/2013 | | A | 29,800 | 01/02/2016 | 01/02/2016 | | | Common Stock, par value \$.01 per share | 59,600 ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Andrews Kirkland B 211 CARNEGIE CENTER PRINCETON, NJ 08540 | | | EVP & CFO | |

Signatures

/s/ Brian Curci, under Power of Attorney
Date: 01/04/2013

**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) Represents Restricted Stock Units issued to the Reporting Person under NRG Energy, Inc.'s Long Term Incentive Plan ("LTIP").
- (2) Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. The Reporting Person will receive from NRG one such share of Common Stock for each RSU on January 2, 2016.
- (3) Includes 307 shares acquired under NRG Energy, Inc.'s Employee Stock Purchase Plan since the Reporting Person's last filing.
- (4) The Reporting Person was issued 29,800 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2013. The MSUs will convert to shares of NRG Common Stock on January 2, 2016 only in the event the Company has achieved a certain level of total shareholder return. Total shareholder return will consist of the average of the closing price of NRG's Common Stock on January 2, 2016 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.
- (5) The Reporting Person will receive a maximum of 59,600 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 29,800 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"); or 14,900 shares of Common Stock if there is a 50% decrease in total shareholder return since the grant date (the "Threshold"). The Reporting Person will not receive any shares of Common Stock if total shareholder return has decreased by more than 50% since the grant date. The number of shares of Common Stock that the Reporting Person may receive is interpolated for

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total shareholder return falling between Threshold, Target, and Maximum levels.

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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