

Andrews Kirkland B
Form 4
September 08, 2011

FORM 4

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

OMB APPROVAL

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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)
09/06/2011

____ 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$.01 per share | 09/06/2011 | | A | | 60,000 (1) | A | (2) 60,000 |
| | | | | | | D | |

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

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(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 Number Shares |
| Market Stock Units | (3) | 09/06/2011 | | A | 60,000 | 09/06/2012 ⁽⁴⁾ | 09/06/2014 | Common Stock, par value \$.01 per share | 120,000 ⁽⁴⁾ |

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/ Kirkland B. Andrews
09/08/2011

**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 Mr. Andrews under NRG Energy, Inc.'s Long Term Incentive Plan.

(2) Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. Mr. Andrews will receive from NRG one such share of Common Stock, as follows: (i) 20,000 shares on September 6, 2012; (ii) 20,000 shares on September 6, 2013; and (iii) 20,000 shares on September 6, 2014.

(3) Mr. Andrews was issued 60,000 Market Stock Units by NRG under the LTIP on September 6, 2011. The Market Stock Units will convert to shares of NRG Common Stock in one-third increments on each anniversary of the grant date beginning on September 6, 2012 and ending on September 6, 2014 only where 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 each anniversary of the grant date and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

(4) On each anniversary of the grant date, Mr. Andrews will receive a maximum of 40,000 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 20,000 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"); or 10,000 shares of Common Stock if there is a 50% decrease in total shareholder return since the grant date (the "Threshold"). Mr. Andrews 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 Mr. Andrews may

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receive is interpolated for 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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