

NRG ENERGY, INC.

Form 3

May 09, 2006

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Â Hoffmann M Stephen

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/01/2006

3. Issuer Name **and** Ticker or Trading Symbol  
NRG ENERGY, INC. [NRG]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)NRG ENERGY, INC.,Â 211  
CARNEGIE CENTER

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ X Officer ☐ Other  
(give title below) (specify below)  
Sr VP & Pres, Western Region6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ X Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person

PRINCETON,Â NJÂ 08540

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Common stock, par value \$0.01 per share <sup>(1)</sup> 1,900 <sup>(1)</sup> <sup>(2)</sup>

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative  
Security  
(Instr. 4)2. Date Exercisable and Expiration  
Date  
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of  
Indirect Beneficial  
Ownership  
(Instr. 5)

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				Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options	01/03/2007 <sup>(3)</sup>	01/03/2012 <sup>(4)</sup>	Common Stock, par value \$0.01 per share	3,100	\$ 47.95	D	Â
Performance Units <sup>(5)</sup>	01/03/2009 <sup>(5)</sup>	01/03/2009 <sup>(5)</sup>	Common Stock, par value \$0.01 per share	1,400	\$ <sup>(5)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hoffmann M Stephen NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON,Â NJÂ 08540	Â	Â	Â Sr VP & Pres, Western Region	Â

## Signatures

M. Stephen  
Hoffmann 05/09/2006

    Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Represents the following securities issued to Mr. Hoffmann by NRG Energy, Inc. under NRG's Long Term Incentive Plan: (i) 500  
(1) Restricted Stock Units ("RSUs") issued on March 2, 2004; (ii) 1,000 RSUs issued on August 1, 2005; and (iii) 400 RSUs issued on January 3, 2006.

Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. Mr. Hoffmann will receive from NRG one such  
(2) share of Common Stock for each RSU as follows: (i) 500 shares on March 2, 2007; (ii) 1,000 shares on August 1, 2008; and (iii) 400 shares on January 3, 2009.

Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Hoffmann, the Stock Option will vest and become  
(3) exercisable as follows: 33 1/3% on January 3, 2007; 33 1/3% on January 3, 2008; and 33 1/3% on January 3, 2009.

(4) Stock Options expire six years from the date of grant.

Mr. Hoffmann was issued 700 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on January 3, 2006. Each Performance Unit will be paid out on January 3, 2009 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 3, 2009 (the "Measurement Price") is equal to or greater than \$67.37 (the "Target Price"). The  
(5) payout for each Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated amount in between one and two shares of Common Stock, if the Measurement Price is greater than the Target Price but less than \$79.49 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

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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