## Edgar Filing: NRG ENERGY, INC. - Form 4

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL Washington, D.C. 20549       OMB Washington, D.C. 20549       MB Washington, D.C. 20549       Spires: January 31, 2005	NRG ENER Form 4 June 02, 200												
Check this box The bis box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person. YOUNG WALTER R JR YOUNG WALTER R JR YOUNG WALTER R JR Symbol NRG ENERGY, INC. [NRG] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) CARNEGIE CENTER (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) CARNEGIE CENTER (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Carnes and State J. Scentrities S. Acquired, Disposed of, or Beneficially Owned 1. Tille of 2. Transaction Date, if Security (Month/Day/Year) (Care Disposed of (D) Securities S. Acquired, Disposed of, Or Beneficially Owned 1. Tille of 2. Transaction Date, if Securities Company (Instr. 8) (Instr. 3, 4 aud 5) (Instr. 3) (City) (State) (Zip) Table I - Non-Derivative Securities S. Acquired, Disposed of, or Beneficially Owned 1. Tille of 2. Transaction Date, if Securities S. Acquired, Disposed of, Or Beneficially Owned 1. Tille of 2. Transaction Date, if Securities Correcting File (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (I	FORM	4									PPROVAL		
if no longer subject to Section 16. Form 4 or Form 3 or Porm 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935 or Section nay continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b).       Expires: 2005 Estimated average burden hours per response 0.5         1. Name and Address of Reporting Person 1 YOUNG WALTER R JR YOUNG WALTER R JR NRG ENERGY, INC., 211 CARNEGIE CENTER       2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle) 3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         NRG ENERGY, INC., 211 CARNEGIE CENTER       06/01/2006       — X_Director below)       — 10% Owner monotone filled by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Code       5. Accurities Disposed of (D) Reporting Person       5. Anount of Security (Instr. 3)       6. Ownership 7. Nature of Code         (Little of Security       2. Transaction Date 2.A. Deemed (Month/Day/Year)       3. 4. Securities Code       5. Anount of Disposed of (D) Beneficially (Instr. 4)       6. Ownership (Instr. 4)       7. Nature of Form: Direct Indirect		UNITED	STATES					NGE (	COMMISSION	OIIID	3235-0287		
subject to STATEMENT OF CHARGES IN BENEFICIAL OWNERSHIP OF Estimated average burden hours per response. 0.5 Section 16. SECURITIES Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Investment Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person [2, 1, Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC., 211 (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Middle) 4. If Amendment, Date Original Filed(Month/Day/Year) Act Securities Schemed Joint/Group Filing(Check Applicable Line) (Check all applicable) (Middle) 0. Other (specify Deform filed by One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired (by One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired (b) yone Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired (b) yone Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired (b) yone Reporting Person Person (City) (State) (Zip) Table I - Non-Derivative Securities Schmut of Security (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Schmut of Security (Month/Day/Year) (Month/Day/Year) (State) (Dip) rece (City) (State) (Zip) Table I - Non-Derivative Securities Schmut of Security (Instr. 4)		or								Expires:	-		
Form 4 or Form 5 obligations may continue.       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.       0.5         Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       1935 or Section 1940       0.5         I. Name and Address of Reporting Person YOUNG WALTER R JR       2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG]       5. Relationship of Reporting Person(s) to Issuer       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable)         NRG ENERGY, INC., 211       06/01/2006       -X_Director below)       -10% Owner         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X_Orm filed by More than One Reporting Person -Form filed by More than One Reporting Person -Form filed by More than One Reporting Person -Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities       S. Amount of Sceurity (Instr. 3)       S. Amount of A securities       S. Amount of Sceurity (Instr. 4)       S. Amount of Indirect       Somership Following (Instr. 4)       T. Nature of Sceurity Code V Amount         (A) or Value S0.01       06/01/2006       A 1.591 (Instr. 3)       J. Joint       Somership Following (Instr. 4)       T. Store or Sceurity (In	subject to	SIAIEM	ENT O	F CHAN							average		
obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940         1. Name and Address of Reporting Person 1 (b).       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person 1 (b).       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Print or Type Responses)       3. Jate of Earliest Transaction (Month/Day/Year)       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         (Street)       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 -Y_Form filed by One Reporting Person -Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date 2.A. Deemed (Instr. 3)       3.       4. Securities (Instr. 3)       5. Amount of Objosed of (D) (Instr. 8)       6. Ownership (Instr. 4)       6. Ownership (Instr. 4)         (A) Code V Amount (D)       Price       (Instr. 4)       (Instr. 4)       (Instr. 4)         (A) Code V Amount (D)       Price       (Instr. 3)       (Instr. 4)       (Instr. 4)	Form 4 of										•		
may continue.       Section 17(a) of the Funct Offinity Holding Company Act of 1930 of 500 Section See Instruction 1(b).         (Print or Type Responses)       1. Name and Address of Reporting Person 1 YOUNG WALTER R JR       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer         NRG ENERGY, INC., 211 CARNEGIE CENTER       06/01/2006       ————————————————————————————————————		• •						-					
1(b).       (Print or Type Responses)         1. Name and Address of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         YOUNG WALTER R JR       Symbol       NRG ENERGY, INC. [NRG]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         NRG ENERGY, INC., 211       06/01/2006	may cont	inue. Section 17(a			•	•	• •			n			
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NRG ENERGY, INC. [NRG]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       -X_Director       10% Owner         NRG ENERGY, INC., 211 CARNEGIE CENTER       06/01/2006       -X_Director       10% Owner         (Street)       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 Beneficial       -X_Form filed by One Reporting Person Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities       5. Amount of Disposed of (D)         1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       3. * 4. Securities any (Month/Day/Year)       5. Amount of Code       5. Amount of Disposed of (D)       6. Ownership Following       7. Nature of Natire of Securities any (Month/Day/Year)       6. Ownership (Instr. 4)       7. Nature of Natire of Securities any (Month/Day/Year)       6. Ownership (Instr. 3, 4 and 5)       6. Ownership (Instr. 4)       7. Nature of Natire of Securities any (Month/Day/Year)         Common       6. Ownership (Instr. 4)       7. Nature of Natire of Securities any (Month/Day/Year)       6. Ownership (Instr. 3, 4 and 5)       6. Ownership (Instr. 4)       7. Nature of Natire of Securities any (Month/Day/Year)         Made V       06/01/2006       A       10       0					Name and Ticker or Trading								
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CARNEGIE CENTER       below)       below)         (Street)       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 -X. Form filed by One Reporting Person -X. Form filed by 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)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Disposed of (D)       6. Ownership Form: Direct       6. Ownership Indirect (I)         (Instr. 3)       (Month/Day/Year)       Execution Date, if any       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Disposed of (D)       6. Ownership Form: Direct       6. Ownership Indirect (I)       7. Nature of Securities         (Instr. 3)       (Month/Day/Year)       Execution Date, if any       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Disposed of (D)       6. Ownership Securities       6. Ownership Form: Direct       7. Nature of Securities         (Instr. 3)       (Month/Day/Year)       Execution Date, if any       3.       4. Securities TransactionAcquired (A) or Code       5. Amount (D)       6. Ownership Following       6. Ownership (Instr. 4)       6. Ownership (Instr. 4)         Common Stock, par value \$0.01       06/01/2006	(Last)	(11130) (1	fidule)						X_ Director 10% Owner				
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PRINCETON, NJ 08540 $\begin{bmatrix} Zip \\ (City) \\ (State) \\ (City) \\ (City) \\ (State) \\ (Month/Day/Year) \\ (Month/Day/Year) \\ (Month/Day/Year) \\ (Instr. 3) \\ (Instr. 3) \\ (Instr. 3) \\ (Instr. 4) \\ (Inst$		(Street)		4. If Amer	ndment, Date Original				6. Individual or Joint/Group Filing(Check				
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$\begin{array}{c} Common \\ Stock, par \\ value \$0.01 \end{array} 06/01/2006 \qquad A \qquad \begin{array}{c} I,591 \\ (1) \\ (1) \\ \end{array} A \qquad \begin{array}{c} A \\ (1) \\ (1) \\ (1) \\ \end{array} A \qquad \begin{array}{c} A \\ (1) \\ (1) \\ (1) \\ \end{array} A \qquad \begin{array}{c} Beported \\ Transaction(s) \\ (Instr. 3 and 4) \\ (1) \\ 19,615 \\ D \end{array}$			(Month/	h/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)									
$\begin{array}{cccc} & & & & & & & \\ & & & & & \\ Code & V & Amount & (D) & Price & & & \\ & & & & & \\ Common & & & \\ Stock, par & & \\ value \$0.01 & & & & \\ \end{array} \begin{array}{c} & & & & & \\ 06/01/2006 & & & & \\ & & & & \\ & & & & \\ \end{array} \begin{array}{c} & & & & \\ & & & \\ & & & \\ \end{array} \begin{array}{c} & & & & \\ & & & \\ & & & \\ \end{array} \begin{array}{c} & & & \\ & & & \\ & & & \\ \end{array} \begin{array}{c} & & & \\ & & & \\ & & & \\ \end{array} \begin{array}{c} & & & \\ & & & \\ & & & \\ \end{array} \begin{array}{c} & & & \\ & & & \\ & & & \\ \end{array} \begin{array}{c} & & & \\ & & & \\ & & & \\ & & & \\ \end{array} \begin{array}{c} & & & \\ & & & \\ & & & \\ & & & \\ \end{array} \begin{array}{c} & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ \end{array} \begin{array}{c} & & & \\ & & & \\ & & & \\ & & & \\ \end{array} \begin{array}{c} & & & \\ & & & \\ & & & \\ & & & \\ \end{array} \begin{array}{c} & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ \end{array} \begin{array}{c} & & & \\ & &$							(A)		Reported	(1150.1)	(1150.1)		
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Stock, par value \$0.01         06/01/2006         A         1,591 (1)         A         (1)         19,615         D	Common				Code V	Amount	(D)	Price					
per share (1)	Stock, par	06/01/2006			А		А	<u>(1)</u>	19,615	D			

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

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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## Edgar Filing: NRG ENERGY, INC. - Form 4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
YOUNG WALTER R JR NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540	Х							
Signatures								
/s/ Tanuja M. Dehne, under Po Attorney	wer of		06/02/2006					
**Signature of Reporting Perso	n		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).

Mr. Young was issued Deferred Stock Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on June 1, 2006. Each Deferred Stock Unit was equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. On June 1, 2006,

(1) Mr. Young received from NRG Energy, Inc. one such share of Common Stock in exchange for each Deferred Stock Unit he was issued on that same date. Mr. Young no longer holds any Deferred Stock Units.

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.