

NRG ENERGY, INC.

Form 4

August 10, 2006

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hill Thad

(Last) (First) (Middle)

NRG ENERGY, INC., 211  
CARNEGIE CENTER

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

NRG ENERGY, INC. [NRG]

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

08/08/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP, Bus. Dev. &amp; Strategic Pln

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)          | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|--|---|---|---|---|--|--|---|
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup>               |   | S                                       | 200   | D<br>\$<br>46.45   | 72,876   | D                                       |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup>               |   | S                                       | 300   | D<br>\$<br>46.46   | 72,576   | D                                       |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup>               |   | S                                       | 200   | D<br>\$<br>46.52   | 72,376   | D                                       |

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|  |                           |   |     |   |             |        |   |
|--|---------------------------|---|-----|---|-------------|--------|---|
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 300 | D | \$<br>46.58 | 72,076 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 200 | D | \$<br>46.64 | 71,876 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 400 | D | \$<br>46.66 | 71,476 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 400 | D | \$<br>46.68 | 71,076 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 500 | D | \$<br>46.77 | 70,576 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 200 | D | \$<br>46.85 | 70,376 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 400 | D | \$<br>46.92 | 69,976 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 200 | D | \$<br>46.93 | 69,776 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 200 | D | \$<br>46.97 | 69,576 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 500 | D | \$ 47       | 69,076 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 600 | D | \$<br>47.01 | 68,476 | D |
|  | 08/08/2006 <sup>(1)</sup> | S | 200 | D |             | 68,276 | D |

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|  |                           |   |       |   |             |        |   |
|--|---------------------------|---|-------|---|-------------|--------|---|
| Common<br>Stock, par<br>value .01<br>per share |                           |   |       |   | \$<br>47.03 |        |   |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 200   | D | \$<br>47.04 | 68,076 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 700   | D | \$<br>47.05 | 67,376 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 300   | D | \$<br>47.06 | 67,076 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 1,000 | D | \$<br>47.07 | 66,076 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 600   | D | \$<br>47.08 | 65,476 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 300   | D | \$<br>47.11 | 65,176 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 1,000 | D | \$<br>47.12 | 64,176 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 400   | D | \$<br>47.13 | 63,776 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 200   | D | \$<br>47.15 | 63,576 | D |
| Common<br>Stock, par<br>value .01<br>per share | 08/08/2006 <sup>(1)</sup> | S | 500   | D | \$<br>47.16 | 63,076 | D |

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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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Hill Thad  
NRG ENERGY, INC.  
211 CARNEGIE CENTER  
PRINCETON, NJ 08540

EVP, Bus. Dev. & Strategic Pln

## Signatures

/s/Tanuja M. Dehne, under Power of  
Attorney

08/09/2006

\_\_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).

All of the sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August (1) 3, 2006. Mr. Hill's 10b5-1 trading plan is limited to the total sale of NRG Energy, Inc. Common Stock he received in connection with the acquisition of Texas Genco LLC by NRG Energy, Inc. on February 2, 2006.

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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