

NRG ENERGY, INC.

Form 4

February 12, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Winn Steve

(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)
02/08/2008

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, Strategy, Env and New Bus

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 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)	(A) or (D)	Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value .01 per share	02/08/2008		M ⁽¹⁾	8,750	A	\$ 23.975	34,912	D	
Common Stock, par value .01 per share	02/08/2008		S ⁽¹⁾	500	D	\$ 38	34,412	D	
Common Stock, par value .01 per share	02/08/2008		S ⁽¹⁾	200	D	\$ 38.01	34,212	D	

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Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	100	D	\$ 38.015	34,112	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	500	D	\$ 38.02	33,612	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	300	D	\$ 38.03	33,312	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	300	D	\$ 38.05	33,012	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	4,000	D	\$ 38.08	29,012	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	200	D	\$ 38.15	28,812	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	100	D	\$ 38.17	28,712	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	300	D	\$ 38.2	28,412	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	300	D	\$ 38.23	28,112	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	50	D	\$ 38.4	28,062	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	300	D	\$ 38.41	27,762	D
	02/08/2008	<u>S(1)</u>	1,000	D	\$ 38.43	26,762	D

Common
Stock, par
value .01
per share

Common
Stock, par
value .01
per share

Common
Stock, par
value .01
per share

Common
Stock, par
value .01
per share

02/08/2008

S⁽¹⁾

200

D

\$ 38.44 26,562

D

02/08/2008

S⁽¹⁾

100

D

\$ 38.45 26,462

D

02/08/2008

S⁽¹⁾

300

D

\$ 38.46 26,162

D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Options	\$ 23.975	02/08/2008		M ⁽¹⁾		8,750		⁽²⁾	01/03/2012	Common Stock, par value \$.01 per share	8,750

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Winn Steve
NRG ENERGY, INC.
211 CARNEGIE CENTER
PRINCETON, NJ 08540

EVP, Strategy, Env and New Bus

Signatures

/s/Brian Curci, under Power of
Attorney

02/12/2008

__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) Transaction made pursuant to 10b5-1 plan dated November 9, 2007.
- (2) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, 33 1/3% of the Stock Options vested on January 3, 2007 and 33 1/3% vested on January 3, 2008. The remaining 33 1/3% will vest on January 3, 2009.

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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