Freeland Clint
Form 4
March 05, 2008

FORM 4

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Freeland Clint

(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)
03/03/2008

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 below) _____ Other (specify below)
Sr. VP & CFO

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)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value .01 per share	03/03/2008		A		2,100 (1)	A	(2)	10,762	D	

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

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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 Underlying (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options	$ 41.63	03/03/2008		A		21,500		03/03/2009(3)	03/03/2014(4)	Common Stock, par value $.01 per share
Performance Units	(5)	03/03/2008		A		8,400		03/03/2011(5)	03/03/2018	Common Stock, par value $.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freeland Clint NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540			Sr. VP & CFO	

Signatures

/s/ Brian Curci, under Power of Attorney	03/05/2008
**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) Represents restricted Stock Units issued to Mr. Freeland by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan.

(2) Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value $0.01. Mr. Freeland will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on March 3, 2011.

(3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Freeland, Stock Options will vest and become exercisable as follows: 33 1/3% on March 3, 2009, 33 1/3% on March 3, 2010 and 33 1/3% on March 3, 2011.

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

(5) Mr. Freeland was issued 4,200 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on March 3, 2008. Each Performance Unit will be paid out on March 3, 2011 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to March 3, 2011(the "Measurement Price") is equal to or greater than $58.49(the "Target Price"). The 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 $68.40 (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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