Edgar Filing: Liebelson Michael S - Form 4

Form 4 January 06, 2009 OMB APPROVAL ONB approved Washington, D. C. 20549 OMB APPROVAL OMB Check this box froot operations section 16. Form 4 or Form 4 or Form 4 or Form 4 or Form 4 or Form 4 or Form 5 or Section 17(a) of the Public Utility Holding Company Act of 1934, and (h) of the Investment Company Act of 1935 or Section 10(a) of the Public Utility Holding Company Act of 1935 or Section 10(b) of the Investment Company Act of 1935 or Section 10(b) Statement of Section 17(a) of the Public Utility Holding Company Act of 1934, and (h) of the Investment Company Act of 1935 or Section 10(b) Statement of Section 17(a) of the Public Utility Holding Company Act of 1936 (h) of the Investment Company Act of 1940 (h) (h) (h) (h) (h) (h) (h) (h) (h) (h)	Liebelson Mi	ichael S									
FORM 4 UNITED STATES SECURITES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Mamber: 3235-0287 Washington, D.C. 20549 The Memory Function Section 16, Form 4 or Form 5 obligations may continue. Section 17(a) of the Securit 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Dublic Utility Holding Company Act of 1940 State Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 State Section 17(a) of the Public Utility Holding Company Act of 1940 (Print or Type Responses) 1. Same and Address of Reporting Person 1: (b). 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 0.102/2009 Director X. Offfore (give tilt — 1040 owner M. Offfore (give tilt — 104											
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	per share				_						

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.

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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	\$ 23.64	01/02/2009		А	33,300	01/02/2010 <u>(3)</u>	01/02/2015 <u>(4)</u>	Common Stock, par value \$.01 per share
Performance Units	<u>(5)</u>	01/02/2009		A	16,000	01/02/2012(5)	01/02/2012	Common Stock, \$.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Liebelson Michael S NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540			EVP-Chf Dev Ofc Lo-Carbon Tech				
Signatures							
//Dian Canal and Damage	c						

/s/ Brian Curci, under Power of 01/06/2009 Attorney

Date

Explanation of Responses:

**Signature of Reporting Person

- 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. Liebelson by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan.
- Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. Liebelson will (2)receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on January 2, 2012.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr.Liebelson, the Stock Options will vest and become (3)exercisable as follows: 33 1/3% on January 2, 2010, 33 1/3% on January 2, 2011 and 33 1/3% on January 2, 2012.
- (4) Stock Options expire six years from the date of grant.

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Mr. Liebelson was issued 8,000 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on January 2, 2009. Each Performance Unit will be paid out on January 2, 2012 if the closing price of NRG's Common Stock January 2, 2012 (the "Measurement Price") is equal to or greater than \$30.61 (the "Threshold Price"). The payout for each PU will be equal to a pro-rated

(5) amount in between one-half and one share of common stock if the Measurement Price equals or exceeds the Threshold Price but less than \$33.21 (the "Target Price"). The payout for each PU will be equal to a pro-rated amount in between one and two shares of common stock if the Measurement Price is equal to the Target Price but less than \$38.84 (the "Maximum Price"). The payout for each PU will be equal to 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. 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.