DALLAS TERRY G

Form 4

December 18, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DALLAS TERRY G Issuer Symbol NRG ENERGY, INC. [NRG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify NRG ENERGY, INC., 211 12/14/2012 below) CARNEGIE CENTER (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PRINCETON, NJ 08540 (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)	tion Date 2A. Deemed 3. 4. Securities Acquay/Year) Execution Date, if Transaction(A) or Disposed of Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or		of ()	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	12/14/2012		Code V A	Amount 12,258	(D)	Price (1)	12,258	D	
Common Stock, par value \$.01 per share	12/14/2012		A	6,049 (2)	A	(3)	18,307	D	

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Expiration 2 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		re e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 71.55	12/14/2012		A	1,748	12/14/2012	01/13/2016	Common Stock, par value \$.01 per share	1,748
Stock Option (right to buy)	\$ 70.73	12/14/2012		A	1,768	12/14/2012	05/10/2016	Common Stock, par value \$.01 per share	1,768

Reporting Owners

Relationships						
Director	10% Owner	Officer	Other			
\mathbf{v}						
Λ						
	Director X	Director 10% Owner	Director 10% Owner Officer			

Signatures

/s/ Brian Curci, under Power of
Attorney

**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) Received in exchange for 100,854 shares of GenOn Energy, Inc. common stock in connection with the merger of Plus Merger Corporation, a wholly owned subsidiary of NRG Energy, Inc., into GenOn Energy, Inc. (the "Merger").

Reporting Owners 2

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- (2) Represents Deferred Stock Units issued to Mr. Dallas by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long-Term Incentive Plan.
- Each Deferred Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$.01 per share. Mr. Dallas (3) will receive from NRG Energy, Inc. one such share of Common Stock for each Deferred Stock Unit he owns upon termination of his service on NRG Energy, Inc.'s Board of Directors.
- (4) Received in the Merger in exchange for a stock option to acquire 14,381 shares of GenOn Energy, Inc. common stock for \$8.70 per share.
- (5) Received in the Merger in exchange for a stock option to acquire 14,540 shares of GenOn Energy,Inc. common stock for \$8.60 per share. 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.