NRG ENERGY, INC.

Form 4

December 09, 2013

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

OMB

OMB APPROVAL

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Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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 * CRANE DAVID W

(Street)

(Ctota)

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

_X__ Director 10% Owner

(Check all applicable)

NRG ENERGY, INC., 211

(Month/Day/Year)

Other (specify X_ Officer (give title _ below)

6. Individual or Joint/Group Filing(Check

CARNEGIE CENTER

4. If Amendment, Date Original

President & CEO

Filed(Month/Day/Year)

12/05/2013

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

PRINCETON, NJ 08540

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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	12/05/2013		Code V M(1)	Amount 765,502	(D)	Price \$ 12.015		D	
Common Stock, par value \$.01 per share	12/05/2013		S(1)	554,515	D	\$ 28.1 (1)	830,300	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. 5. Number of TransactionDerivative 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 A Underlying S (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options	\$ 12.015	12/05/2013		M <u>(1)</u>	765,502	12/01/2004(2)	12/05/2013	Common Stock, par value \$.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CRANE DAVID W							
NRG ENERGY, INC.	X		President & CEO				
211 CARNEGIE CENTER	Λ		riesident & CEO				
PRINCETON, NJ 08540							

Signatures

/s/ Brian Curci by Power of Attorney

**Signature of Reporting Person

Date

12/09/2013

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).

D .1.4'....1.'.

- The exercise and sale reported in this Form 4 occurred as a result of the expiration of Non-Qualified Stock Options granted on December 5, 2003 and were effected automatically pursuant to the terms of the Grant Agreement related to the Non-Qualified Stock Options. The deposition of shares reflects shares withheld by the Issuer to cover the exercise price and taxes associated with the automatic exercise and sale.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Crane, the Non-Qualified Stock Options vested and became exercisable as follows: 33 1/3% on December 1, 2004, 33 1/3% on December 1, 2005 and 33 1/3% on December 1, 2006.

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.

Reporting Owners 2