

NRG ENERGY, INC.
Form 3
September 12, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Wilson Denise | | (Month/Day/Year) | NRG ENERGY, INC. [NRG] | |
| (Last) | (First) | (Middle) | 09/07/2006 | |
| 211 CARNEGIE CENTER | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PRINCETON,Â NJÂ 08540 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Administrative Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------------|--|---|--|
| Common stock, par value .01 per share | 9,062 <u>(1)</u> <u>(2)</u> <u>(3)</u> | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|---------------------------|---------------------------|---------------------------------------|--------|-------------------|-------------------|---|
| Non-Qualified Stock Options | 03/02/2005 ⁽⁴⁾ | 03/02/2014 ⁽⁴⁾ | Comon stock, par value .01 per share | 16,000 | \$ 19.9 | D | Â |
| Non-Qualified Stock Options | 08/01/2006 ⁽⁵⁾ | 08/01/2011 ⁽⁶⁾ | Common stock, par value .01 per share | 7,000 | \$ 38.8 | D | Â |
| Non-Qualified Stock Options | 01/03/2007 ⁽⁷⁾ | 01/03/2012 ⁽⁶⁾ | Common stock, par value .01 per share | 11,000 | \$ 47.95 | D | Â |
| Performance Units | 08/01/2008 | 08/01/2008 | Common stock, par value .01 per share | 4,000 | \$ ⁽⁸⁾ | D | Â |
| Performance Units | 01/03/2009 | 01/03/2009 | Common stock, par value .01 per share | 5,000 | \$ ⁽⁹⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilson Denise 211 CARNEGIE CENTER PRINCETON, NJ 08540 | Â | Â | Â Chief Administrative Officer | Â |

Signatures

/s/Denise Wilson 09/12/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Represents the following securities issued to Ms. Wilson by NRG Energy, Inc. under NRG's Long Term Incentive Plan: (i) 4,400

(1) Restricted Stock Units ("RSUs") issued on March 2, 2004; (ii) 1,000 RSUs issued on August 1, 2005; (iii) 1,300 RSUs issued on January 3, 2006; and (iv) 2,362 Deferred Stock Units issued on March 14, 2005.

(2) Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. Ms. Wilson will receive from NRG one such share of Common Stock for each RSU as follows: (i) 4,400 shares on March 2, 2007; (ii) 1,000 shares on August 1, 2008; (iii) 1,300 shares on January 3, 2009.

(3) On March 14, 2005, Ms. Wilson was issued 2,362 Deferred Stock Units ("DSU's") by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan. Each DSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. Ms. Wilson will receive

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from NRG Energy, Inc. one such share of Common Stock for each DSU she owns six months from the date of her termination with NRG Energy, Inc.

- (4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Ms. Wilson, the Stock Options will vest and become exercisable as follows: 33 1/3% on March 2, 2005, 33 1/3% on March 2, 2006 and 33 1/3% on March 2, 2007. These stock options expire ten years from the date of the grant.
- (5) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Ms. Wilson, the Stock Options will vest and become exercisable as follows: 33 1/3% on August 1, 2006, 33 1/3% on August 1, 2007 and 33 1/3% on August 1, 2008.
- (6) Stock options expire six years from the date of the grant.
- (7) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Ms. Wilson, the Stock Options will vest and become exercisable as follows: 33 1/3% on January 3, 2007, 33 1/3% on January 3, 2008 and 33 1/3% on January 3, 2009.

- Ms. Wilson was issued 2,000 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on August 1, 2005. Each Performance Unit will be paid out on August 1, 2008 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to August 1, 2008 (the "Measurement Price") is equal to or greater than \$54.50 (the "Target Price"). The payout
- (8) 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 \$63.75 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

- Ms. Wilson was issued 2,500 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on January 3, 2006. Each Performance Unit will be paid out on January 3, 2009 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 3, 2009 (the "Measurement Price") is equal to or greater than \$67.37 (the "Target Price"). The payout
- (9) 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 \$79.49 (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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