Winn Steve Form 4 September 12, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Winn Steve

> (First) (Middle)

NRG ENERGY, INC., 211 **CARNEGIE CENTER**

(Street)

2. Issuer Name and Ticker or Trading Symbol

NRG ENERGY, INC. [NRG]

3. Date of Earliest Transaction (Month/Day/Year)

09/10/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ Other (specify below)

EVP, Strategy, Env and New Bus

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PRINCETON, NJ 08540

(City)	(State)	(Zip) Tabl	le I - Non-L	Derivative :	Secur	ities Acqui	red, 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)	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	09/10/2007		Code V M(1)	Amount 10,000 (2)	(D)	Price \$ 19.4 (2)	(Instr. 3 and 4) 36,638 (2)	D	
Common Stock, par value .01 per share	09/10/2007		M(1)	5,000 (2)	A	\$ 15.74 (2)	41,638 (2)	D	
Common Stock, par value .01 per share	09/10/2007		S	100	D	\$ 38.85	41,538	D	

Common Stock, par value .01 per share	09/10/2007	S	1,200	D	\$ 38.885	40,338	D
Common Stock, par value .01 per share	09/10/2007	S	300	D	\$ 38.915	40,038	D
Common Stock, par value .01 per share	09/10/2007	S	500	D	\$ 38.92	39,538	D
Common Stock, par value .01 per share	09/10/2007	S	900	D	\$ 38.93	38,638	D
Common Stock, par value .01 per share	09/10/2007	S	200	D	\$ 38.94	38,438	D
Common Stock, par value .01 per share	09/10/2007	S	100	D	\$ 38.95	38,338	D
Common Stock, par value .01 per share	09/10/2007	S	400	D	\$ 38.96	37,938	D
Common Stock, par value .01 per share	09/10/2007	S	1,500	D	\$ 38.97	36,438	D
Common Stock, par value .01 per share	09/10/2007	S	800	D	\$ 39.01	35,638	D
Common Stock, par value .01 per share	09/10/2007	S	400	D	\$ 38.98	35,238	D
Common Stock, par value .01 per share	09/10/2007	S	100	D	\$ 38.99	35,138	D
	09/10/2007	S	700	D	\$ 39	34,438	D

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Common Stock, par value .01 per share						
Common Stock, par value .01 per share	09/10/2007	S	500	D	\$ 39.02 33,938	D
Common Stock, par value .01 per share	09/10/2007	S	500	D	\$ 39.03 33,438	D
Common Stock, par value .01 per share	09/10/2007	S	400	D	\$ 39.04 33,038	D
Common Stock, par value .01 per share	09/10/2007	S	400	D	\$ 39.05 32,638	D
Common Stock, par value .01 per share	09/10/2007	S	200	D	\$ 32,438	D
Common Stock, par value .01 per share	09/10/2007	S	400	D	\$ 39.06 32,038	D
Common Stock, par value .01 per share	09/10/2007	S	100	D	\$ 39.13 31,938	D
Common Stock, par value .01 per share	09/10/2007	S	100	D	\$ 39.14 31,838	D
Common Stock, par value .01 per share	09/10/2007	S	5,100	D	\$ 39.22 26,738	D
Common Stock, par value .01 per share	09/10/2007	S	100	D	\$ 39.23 26,638	D

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

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SEC 1474

(9-02)

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)		ransactionDerivative Expiration Date ode Securities (Month/Day/Year) nstr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option	\$ 19.4 <u>(2)</u>	09/10/2007		M <u>(1)</u>	10,000	(3)	08/01/2011	Common Stock, par value \$.01 per share	10,0
Non-Qualified Stock Option	\$ 15.74 (2)	09/10/2007		M <u>(1)</u>	5,000	<u>(4)</u>	11/19/2014	Common Stock, par value \$0.01 per share	3,0

Reporting Owners

Reporting Owner Name / Address				
	ъ.	1000	0.00	

Director 10% Owner Officer Other

Relationships

Winn Steve

NRG ENERGY, INC.
211 CARNEGIE CENTER

EVP, Strategy, Env and New Bus

PRINCETON, NJ 08540

Signatures

/s/ Tanuja M. Dehne, under Power of Attorney 09/11/2007

**Signature of Reporting Person Date

Reporting Owners 4

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) Transaction made pursuant to a 10b5-1 plan dated August 9, 2007.
- (2) On May 2, 2007, NRG Energy, Inc. announced a 2-for-1 stock split in the form of a stock dividend paid on May 31, 2007 to all holders of record of Common Stock on May 22, 2007. The Company's Common Stock began trading on a split-adjusted basis on June 1, 2007.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, the Stock Options vested and became exercisable as follows: 33 1/3% on August 1, 2006 and 33 1/3% on August 1, 2007. The remaining 33 1/3% will vest on August 1, 2008.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, the Stock Options vested and became exercisable as follows: 33 1/3% on November 19, 2005 and 33 1/3% on November 19, 2006. The remaining 33 1/3% will vest on November 19, 2007.

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.