NRG ENERGY, INC.

Form 4

January 10, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Winn Steve	2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction	11		
	(Month/Day/Year)	Director 10% Owner		
NRG ENERGY, INC., 211	01/08/2008	X Officer (give title Other (specify		
CARNEGIE CENTER		below) below) EVP, Strategy, Env and New Bus		
(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		
DRINGETON NI 08540		Form filed by More than One Reporting		

Person

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(City)	(State)	^(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acqui	ired, 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. Transactio Code (Instr. 8)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(msu. +)	
Stock, par value .01 per share	01/08/2008		M <u>(1)</u>	2,250	A	\$ 19.4	28,412	D	
Common Stock, par value .01 per share	01/08/2008		M(1)	1,500	A	\$ 15.74	29,912	D	
Common Stock, par value .01 per share	01/08/2008		M <u>(1)</u>	3,750	A	\$ 23.975	33,662	D	

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Common Stock, par value .01 per share	01/08/2008	S <u>(1)</u>	7,400	D	\$ 40.15 26,262	D
Common Stock, par value .01 per share	01/08/2008	S <u>(1)</u>	100	D	\$ 40.31 26,162	D

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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	6. Date Exercisable and Expiration Date (Month/Day/Year)		Expiration Date Underlying		Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares		
Non-Qualified Stock Options	\$ 19.4	01/08/2008		M <u>(1)</u>	2,250	<u>(2)</u>	08/01/2011	Common Stock, par value \$.01 per share	2,25		
Non-Qualified Stock Options	\$ 15.74	01/08/2008		M <u>(1)</u>	1,500	(3)	11/19/2014	Common stock, par value \$.01 per share	1,50		
Non-Qualified Stock Options	\$ 23.975	01/08/2008		M <u>(1)</u>	3,750	<u>(4)</u>	01/03/2012	Common Stock, par value \$.01 per share	3,75		

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Winn Steve

NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540

EVP, Strategy, Env and New Bus

Signatures

/s/ Brian Curci, under Power of Attorney

01/10/2008

**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) Transaction made pursuant to 10b5-1 plan dated November 9, 2007.
- 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.
- (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 November 19, 2005 and 33 1/3% on November 19, 2007.
- (4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, 33 1/3% of the Stock Options vested on January 3, 2007. The remaining 66 2/3% will vest as follows: 33 1/3% on January 3, 2008 and 33 1/3% on January 3, 2009.

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.

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