Howell Kevin Form 4 March 05, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response...

Form 4 or Form 5 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

0.5

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Howell Kevin

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First)

(Street)

(State)

(Month/Day/Year)

(Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

NRG ENERGY, INC. [NRG]

(Check all applicable)

NRG ENERGY, INC., 211

3. Date of Earliest Transaction

(Month/Day/Year) 03/03/2009

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

CARNEGIE CENTER

4. If Amendment, Date Original

(Instr. 8)

EVP & Regional Pres., Texas 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

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PRINCETON, NJ 08540

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned (I)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s) (Instr. 3 and 4)

Following

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | : | | | |
|---|------------------------------------|------------|------------------|------------|--|------------------|--------------------|---|------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Phantom Stock Options | \$ 17.45 (1) | 03/03/2009 | | A | 88,400 | 08/01/2010(1) | 08/01/2010 | Common Stock, par value \$.01 per share | 88,4 |
| Phantom Restricted Stock Units | (2) | 03/03/2009 | | A | 27,500 | 08/01/2010(1) | 08/01/2010 | Common Stock, par value \$.01 per share | 27,5 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

EVP & Regional Pres., Texas

Signatures

/s/Brian Curci, under Power of Attorney 03/05/2009

**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).
- The conversion price will be compared to the average closing price of the NRG stock for the 20 trading days prior to August 1, 2010. The gain in the stock price (if any) will be multiplied by the number of phantom stock options and paid in the form of cash as soon as practicable after August 1, 2010.
- (2) A cash award will be made as soon as practible after August 1, 2010 that reflects the number of phantom restricted stock units multiplied by the average closing price for the 20 trading days prior to August 1, 2010.

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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