

NRG ENERGY, INC.

Form 4

January 06, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Andrews Kirkland B

(Last) (First) (Middle)

211 CARNEGIE CENTER

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NRG ENERGY, INC. [NRG]

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & CFO

6. Individual or Joint/Group Filing(Check
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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	01/02/2014		A	14,415 (1)	A (2) 120,860 (3)	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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Stock Units	(4)	01/02/2014		A		26,263		01/02/2017	01/02/2017	Common Stock, par value \$.01 per share	52,526 (5) —

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andrews Kirkland B 211 CARNEGIE CENTER PRINCETON, NJ 08540			EVP & CFO	

Signatures

Kirkland B. Andrews
01/06/2014

__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) Represents Restricted Stock Units issued to the Reporting Person under NRG Energy, Inc.'s Long Term Incentive Plan ("LTIP").
- (2) Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. The Reporting Person will receive from NRG one such share of Common Stock for each RSU on January 2, 2017.
- (3) Includes 261 shares acquired under NRG Energy, Inc.'s Employee Stock Purchase Plan since the Reporting Person's last filing.
The Reporting Person was issued 26,263 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2014. The MSUs will convert to shares of NRG Common Stock on January 2, 2017 only in the event the Company has achieved a certain level of total shareholder return. Total shareholder return will consist of the average of the closing price of NRG's Common Stock on January 2, 2017 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.
- (4) The Reporting Person will receive a maximum of 52,526 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 26,263 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"); or 19,697 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The Reporting Person will not receive any shares of Common Stock if total shareholder return has decreased

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by more than 25% since the grant date. The number of shares of Common Stock that the Reporting Person may receive is interpolated for total shareholder return falling between Threshold, Target, and Maximum levels.

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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