

NRG ENERGY, INC.

Form 4

September 05, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hill Thad

(Last) (First) (Middle)

NRG ENERGY, INC., 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)

09/01/2006

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, Bus. Dev. & Strategic Pln

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 Ownership (Instr. 4)
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾		S	100	D \$ 50.37	52,976	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾		S	400	D \$ 50.38	52,576	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾		S	100	D \$ 50.4	52,476	D

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Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	1,700	D	\$ 50.46	50,776	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	1,400	D	\$ 50.47	49,376	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	100	D	\$ 50.48	49,276	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	100	D	\$ 50.49	49,176	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	1,400	D	\$ 50.5	47,776	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	2,400	D	\$ 50.51	45,376	D
Common Stock, par value .01 per share	09/01/2008 ⁽¹⁾	S	200	D	\$ 50.52	45,176	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	500	D	\$ 50.53	44,676	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	200	D	\$ 50.58	44,476	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	300	D	\$ 50.59	44,176	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	300	D	\$ 50.6	43,876	D
	09/01/2006 ⁽¹⁾	S	200	D		43,676	D

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Common Stock, par value .01 per share					\$ 50.61		
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	100	D	\$ 50.63	43,576	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	2,100	D	\$ 50.64	41,476	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	1,000	D	\$ 50.65	40,476	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	800	D	\$ 50.66	39,676	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	1,300	D	\$ 50.67	38,376	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	400	D	\$ 50.68	37,976	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	600	D	\$ 50.69	37,376	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	400	D	\$ 50.7	36,976	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	400	D	\$ 50.71	36,576	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	200	D	\$ 50.73	36,376	D
	09/01/2006 ⁽¹⁾	S	1,400	D		34,976	D

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Common Stock, par value .01 per share						\$ 50.75		
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	900	D		\$ 50.76	34,076	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	200	D		\$ 50.78	33,876	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	200	D		\$ 50.79	33,676	D
Common Stock, par value .01 per share	09/01/2006 ⁽¹⁾	S	400	D		\$ 50.8	33,276	D

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

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(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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hill Thad NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540			EVP, Bus. Dev. & Strategic Pln	

Signatures

/s/Tanuja M. Dehne, under Power of Attorney	09/05/2006
<u> </u> **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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 3, (1) 2006. Mr. Hill's 10b5-1 trading plan is limited to the total sale of NRG Energy, Inc. Common Stock he received in connection with the acquisition of Texas Genco LLC by NRG Energy, Inc. on February 2, 2006.

Remarks:

Form 1 of 2

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