NRG ENERGY, INC.

Form 4

December 20, 2006

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **RAGAN JOHN W** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First)

NRG ENERGY, INC. [NRG]

(Check all applicable)

NRG ENERGY, INC., 211

(Street)

(State)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

12/18/2006

below) Exec VP & Regional Pres, NE

**CARNEGIE CENTER** 

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_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 Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

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

(Month/Day/Year)

(Zip)

(Instr. 3, 4 and 5) (Instr. 8)

Reported (A) Transaction(s) (Instr. 3 and 4) (D) Price

Common

(Instr. 3)

Stock, par 12/18/2006 value .01 per share

3,150 Α

Code V Amount

3,150

D

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.

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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 or 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 Underlying (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options	\$ 57.85	12/18/2006		A	25,600	12/18/2007(3)	12/18/2012 <u>(4)</u>	Common Stock, par value \$.01 per share
Performance Units	<u>(5)</u>	12/18/2006		A	12,200 (5)	12/18/2009(5)	12/18/2009	Common stock, par value \$0.01 per share

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RAGAN JOHN W NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540

Exec VP & Regional Pres, NE

## **Signatures**

John Ragan 12/19/2006

\*\*Signature of Person Date

\*\*Reporting Person

## **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 pursuant to the Restricted Stock Unit Agreement by and between NRG Energy, Inc. and John W. Ragan.
- (2) Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. Ragan will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on December 18, 2009.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Ragan, the Stock Options will vest and become exercisable as follows: 33 1/3% on December 18, 2007, 33 1/3% on December 18, 2008 and 33 1/3% on December 18, 2009.

Reporting Owners 2

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- (4) Stock options expire six years from the date of the grant.
  - Mr. Ragan was issued 6,100 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on December 18, 2006. Each Performance Unit will be paid out on December 18, 2009 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to December 18, 2009 (the "Measurement Price") is equal to or greater than \$81.28 (the "Target")
- (5) Price"). The payout for each Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated amount in between one and two shares of Common Stock, if the Measurement Price is greater than the Target Price but less than \$95.05 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

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.