FLEXON ROBERT C

Form 4 April 24, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FLEXON ROBERT C Issuer Symbol NRG ENERGY, INC. [NRG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify NRG ENERGY, INC., 211 04/22/2008 below) **CARNEGIE CENTER** Executive VP and COO (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 Form filed by More than One Reporting PRINCETON, NJ 08540 Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ties Acquir	ed, Disposed of,	or Beneficially	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)	4. Securitie nor Disposed (Instr. 3, 4 a	d of (D))	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	04/22/2008		M <u>(1)</u>	100,000		¢	196,624	D	
Common Stock, par value .01 per share	04/22/2008		S(1)	100,000	D	\$ 45	96,624	D	

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

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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. Transactic Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualifed Stock Option	\$ 10.925	04/22/2008		M <u>(1)</u>	100,000	03/29/2005(2)	03/29/2015	Common Stock, par value \$.01 per share

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FLEXON ROBERT C NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540

Executive VP and COO

Signatures

/s/ Brian Curci, under Power of Attorney

04/24/2008

**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) The exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Flexon on August 31, 2007.
- (2) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Flexon, the Non-Qualified Stock Options vested and became exercisable as follows: 33 1/3% on March 29, 2005, 33 1/3% on March 29, 2006 and 33 1/3% on March 29, 2007.

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.

Reporting Owners 2