

MULLER EDWARD R
Form 4
December 18, 2012

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MULLER EDWARD R

(Last) (First) (Middle)

NRG ENERGY, INC., 211
CARNEGIE CENTER

(Street)

PRINCETON, NJ 08533

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	12/14/2012		A		291,095	A	(1) 291,095
Common Stock, par value \$.01 per share	12/14/2012		A		5,000 (2)	A	(3) 296,095
Common Stock, par value \$.01 per share	12/14/2012		A		138,128 (4)	A	(5) 434,223

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Common
Stock, par
value \$.01
per share 12/14/2012 A 144,773 A (6) 144,773 I By Trust

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (right to buy)	\$ 71.55	12/14/2012		A		139,908		12/14/2012	01/13/2016	Common Stock, par value \$.01 per share	139,908
Stock Option (right to buy)	\$ 72.7	12/14/2012		A		137,619		12/14/2012	02/17/2016	Common Stock, par value \$.01 per share	137,619
Stock Option (right to buy)	\$ 107.41	12/14/2012		A		45,071		12/14/2012	03/07/2013	Common Stock, par value \$.01 per share	45,071
Stock Options (right to buy)	\$ 30.19	12/14/2012		A		76,420		12/14/2012	03/03/2019	Common Stock, par value \$.01 per share	76,420
Stock Option (right to buy)	\$ 38.33	12/14/2012		A		69,491		12/14/2012	03/11/2020	Common Stock, par value \$.01 per share	69,491

Stock Option (right to buy)	\$ 31.34	12/14/2012	A	90,548	12/14/2012	02/22/2021	Common Stock, par value \$.01 per share	90,548
Stock Option (right to buy)	\$ 20.7	12/14/2012	A	141,885	01/04/2013	02/26/2022	Common Stock, par value \$.01 per share	141,885

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MULLER EDWARD R NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08533	X			

Signatures

/s/ Brian Curci, under Power of Attorney

12/18/2012

**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) Received in exchange for 2,393,913 shares of GenOn Energy, Inc. common stock in connection with the merger of Plus Merger Corporation, a wholly owned subsidiary of NRG Energy, Inc., into GenOn Energy, Inc. (the "Merger").
- (2) Represents Deferred Stock Units issued to Mr. Muller by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long-Term Incentive Plan.
- (3) Each Deferred Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$.01 per share. Mr. Muller will receive from NRG Energy, Inc. one such share of Common Stock for each Deferred Stock Unit he owns upon termination of his service on NRG Energy, Inc.'s Board of Directors.
- (4) Represents time-based restricted stock awards that will vest on January 4, 2013.
- (5) Received in the Merger in exchange for 1,135,933 shares of time-based restricted stock of GenOn Energy, Inc.
- (6) Received in exchange for 1,190,573 shares of GenOn Energy, Inc. common stock in connection with the Merger.
- (7) Received in the Merger in exchange for a stock option to acquire 1,150,567 shares of GenOn Energy, Inc. common stock for \$8.70 per share.
- (8) Received in the Merger in exchange for a stock option to acquire 1,131,737 shares of GenOn Energy, Inc. common stock for \$8.84 per share.
- (9) Received in the Merger in exchange for a stock option to acquire 370,653 shares of GenOn Energy, Inc. common stock for \$13.06 per share.
- (10) Received in the Merger in exchange for a stock option to acquire 628,459 shares of GenOn Energy, Inc. common stock for \$3.67 per share.

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- (11) Received in the Merger in exchange for a stock option to acquire 571,473 shares of GenOn Energy, Inc. common stock for \$4.66 per share.
- (12) Received in the Merger in exchange for a stock option to acquire 744,641 shares of GenOn Energy, Inc. common stock for \$3.81 per share.
- (13) Received in the Merger in exchange for a stock option to acquire 1,166,823 shares of GenOn Energy, Inc. common stock for \$2.44 per share.

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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