

NRG ENERGY, INC.  
Form 4  
January 07, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CRANE DAVID W

(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)  
01/03/2014

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)  
President & CEO

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	01/03/2014		M		121,176	A	① 1,015,271
Common Stock, par value .01 per share	01/03/2014		F		57,165	D	② 958,106
Common Stock, par value .01 per share	01/03/2014		F		41,740	D	③ 916,366

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Performance Units	<u>1</u>	01/03/2014		M	79,200	01/03/2014 01/03/2014	Common Stock, par value .01 per share 158,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRANE DAVID W NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540	X		President & CEO	

## Signatures

/s/ Brian Curci, under Power of Attorney  
Date: 01/07/2014

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) The Reporting Person was issued 79,200 Performance Units ("PU") by NRG Energy, Inc. ("NRG") under NRG's Long Term Incentive Plan on January 3, 2011. Each PU was subject to pay out if the average of the closing price of NRG's Common Stock on January 3, 2014 and the nineteen preceding trading days (the "Measurement Price") is equal to or greater than \$24.57 (the "Threshold Price"). The payout for each PU was equal to a prorated amount (i) in between one-half and one share of common stock if the Measurement Price equaled or exceeded the Threshold Price but less than \$26.66 (the "Target Price"); (ii) equal to a pro-rated amount in between one and two shares of common stock if the Measurement Price is equal to the Target Price but less than \$31.17 (the "Maximum Price"); and (iii) equal to two shares of common stock if the Measurement Price is equal to or greater than the Maximum Price. On January 3, 2014 the Measurement Price was greater than the Target Price.

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- (2) Pursuant to NRG's Long Term Incentive Plan, the Reporting Person elected to satisfy the tax withholding obligation upon the exchange of common stock for PUs by surrendering a number of shares of common stock having a value on the date of the exchange equal to the tax withholding obligation. This reflects the surrender of 57,165 shares of common stock to satisfy the Reporting Person's tax obligation.

- (3) On January 3, 2011, the Reporting Person was issued 80,500 Restricted Stock Units ("RSUs") by NRG under NRG's Long Term Incentive Plan (the "LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. On January 3, 2014, all of the originally granted RSUs vested. Pursuant to the LTIP, the Reporting Person elected to satisfy the tax withholding obligation upon the exchange of common stock for RSUs by surrendering a number of shares of common stock having a value on the date of the exchange equal to the tax withholding obligation. This reflects the surrender of 41,740 shares of common stock to satisfy the reporting person's tax withholding obligation.

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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