

NRG ENERGY, INC.
Form 4
January 05, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Callen David

(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)
01/02/2016

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)
VP, Chief Accounting Officer

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock, par value \$.01 per share | 01/02/2016 | | F | 2,506 D <u>(1)</u> <u>(2)</u> | 19,194 <u>(3)</u> | D | |

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

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stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock. Includes 152 shares acquired under NRG Energy, Inc.'s Employee Stock Purchase Plan since the Reporting Person's last filing.

- (4) Mr. Callen was issued 3,900 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2013 that vested on January 2, 2016. On the vesting date, he was entitled to receive a maximum of 7,800 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 3,900 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"), or 1,950 shares of Common Stock if there is a 50% decrease in total shareholder return since the grant date (the "Threshold"). The number of shares of Common Stock that Mr. Callen may receive is interpolated for total shareholder return falling between Threshold, Target, and Maximum levels. On January 2, 2016, Mr. Callen did not receive any shares.

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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