NRG ENERGY, INC.

Form 4

January 10, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

Winn Steve		g Person _	2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (I	First)	(Middle)	3. Date of Earliest Transaction	**		
			(Month/Day/Year)	Director 10% Owner		
NRG ENERGY, INC., 211			01/08/2008	_X_ Officer (give title Other (specify		
CARNEGIE CENTER				below) below) EVP, Strategy, Env and New Bus		
(5	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		
PRINCETON NI 08540				Form filed by More than One Reporting		

Person

PRINCETON, NJ 08540

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock, par value .01 per share	01/08/2008		M(1)	2,250	A	\$ 19.4	28,412	D	
Common Stock, par value .01 per share	01/08/2008		M <u>(1)</u>	1,500	A	\$ 15.74	29,912	D	
Common Stock, par value .01 per share	01/08/2008		M(1)	3,750	A	\$ 23.975	33,662	D	

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Common Stock, par value .01 per share	01/08/2008	S <u>(1)</u>	7,400	D	\$ 40.15 26,262	D
Common Stock, par value .01 per share	01/08/2008	S <u>(1)</u>	100	D	\$ 40.31 26,162	D

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 proof 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-Qualified Stock Options	\$ 19.4	01/08/2008		M <u>(1)</u>	2,250	(2)	08/01/2011	Common Stock, par value \$.01 per share	2,25
Non-Qualified Stock Options	\$ 15.74	01/08/2008		M <u>(1)</u>	1,500	(3)	11/19/2014	Common stock, par value \$.01 per share	1,50
Non-Qualified Stock Options	\$ 23.975	01/08/2008		M(1)	3,750	<u>(4)</u>	01/03/2012	Common Stock, par value \$.01 per share	3,75

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Winn Steve

NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540

EVP, Strategy, Env and New Bus

Signatures

/s/ Brian Curci, under Power of Attorney

01/10/2008

**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) Transaction made pursuant to 10b5-1 plan dated November 9, 2007.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, the Stock Options vested and became exercisable as follows: 33 1/3% on August 1, 2006 and 33 1/3% on August 1, 2007. The remaining 33 1/3% will vest on August 1, 2008.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, the Stock Options vested and became exercisable as follows: 33 1/3% on November 19, 2005 and 33 1/3% on November 19, 2007.
- (4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, 33 1/3% of the Stock Options vested on January 3, 2007. The remaining 66 2/3% will vest as follows: 33 1/3% on January 3, 2008 and 33 1/3% on January 3, 2009.

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.

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