

NRG ENERGY, INC.
Form 4
July 03, 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 *
Gutierrez Mauricio

(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)
07/01/2014

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)
Exec VP & Chief Operating Ofc

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	07/01/2014		M ⁽¹⁾		35,100	A	\$ 23.64
Common Stock, par value \$.01 per share	07/01/2014		M ⁽¹⁾		20,300	A	\$ 23.87
Common Stock, par value \$.01 per share	07/01/2014		M ⁽¹⁾		37,800	A	\$ 19.83

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Common Stock, par value \$.01 per share	07/01/2014	<u>S</u> ⁽¹⁾	93,200	D	\$ 36.65 <u>(2)</u>	165,479	D
Common Stock, par value \$.01 per share	07/01/2014	<u>S</u> ⁽¹⁾	6,918	D	\$ 36.78 <u>(3)</u>	158,561	D

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Options	\$ 23.64	07/01/2014		<u>M</u> ⁽¹⁾	35,100	01/02/2010 ⁽⁴⁾ 01/02/2015	Common Stock, par value \$.01 per share
Non-Qualified Stock Options	\$ 23.87	07/01/2014		<u>M</u> ⁽¹⁾	20,300	01/04/2011 ⁽⁵⁾ 01/04/2020	Common Stock, par value \$.01 per share
Non-Qualified Stock Options	\$ 19.83	07/01/2014		<u>M</u> ⁽¹⁾	37,800	01/03/2012 ⁽⁶⁾ 01/03/2021	Common Stock, par value \$.01 per share

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

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

Exec VP & Chief Operating Ofc

Signatures

/s/ Brian Curci, under Power of
 Attorney

07/03/2014

__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 transactions were executed pursuant to a prearranged trading plan in accordance with Rule 10b5-1 of the Securities and Exchange Act of 1934.
 This transaction was executed in multiple trades at prices ranging from \$36.36 to \$36.82. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) This transaction was executed in multiple trades at prices ranging from \$36.65 to \$37.02. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and the reporting person, the Non-Qualified Stock Options vested and became exercisable as follows: 33 1/3% on January 2, 2010, 33 1/3% on January 2, 2011 and 33 1/3% on January 2, 2012.
- (4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and the reporting person, the Non-Qualified Stock Options vested and became exercisable as follows: 33 1/3% on January 4, 2011, 33 1/3% on January 4, 2012 and 33 1/3% on January 4, 2013.
- (5) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and the reporting person, the Non-Qualified Stock Options vested and became exercisable as follows: 33 1/3% on January 3, 2012, 33 1/3% on January 3, 2013 and 33 1/3% on January 3, 2014.
- (6)

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.