

NRG ENERGY, INC.
Form 4
August 16, 2006

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 *
H&F INVESTORS IV LLC

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	08/15/2006		S	3,207,977	D \$ 48.41 (1)	3,207,976	I See footnotes (1) (2) (3)
Common Stock, par value \$0.01 per share	08/15/2006		S	262,115	D \$ 48.41 (1)	262,116	I See footnotes (1) (2) (3)
Common Stock, par	08/15/2006		S	1,179	D \$ 48.41	1,179	I See footnotes

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value					(1)			(1) (2) (3)
\$0.01 per share								
Common Stock, par value	08/15/2006	S	84,588	D	\$ 48.41	84,588	I	See footnotes (1) (2) (3)
\$0.01 per share					(1)			
Common Stock, par value	08/15/2006	S	661,012	D	\$ 48.41	661,012	I	See footnotes (1) (2) (3)
\$0.01 per share					(1)			

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
H&F INVESTORS IV LLC ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111		X		See Remarks
HELLMAN & FRIEDMAN CAPITAL PARTNERS IV LP ONE MARITIME PLAZA, 12TH FLOOR		X		See Remarks

SAN FRANCISCO, CA 94111

H&F INTERNATIONAL PARTNERS IV-A, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	X	See Remarks
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H&F International Partners IV-C, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	X	See Remarks
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H&F EXECUTIVE FUND IV, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	X	See Remarks
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H&F TGN AIV, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	X	See Remarks
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Signatures

/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC	08/16/2006
__Signature of Reporting Person	Date

/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of Hellman & Friedman Capital Partners IV, L.P.	08/16/2006
__Signature of Reporting Person	Date

/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of H&F TGN AIV, L.P.	08/16/2006
__Signature of Reporting Person	Date

/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of H&F International Partners IV-A, L.P.	08/16/2006
__Signature of Reporting Person	Date

/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of H&F International Partners IV-C, L.P.	08/16/2006
__Signature of Reporting Person	Date

/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of H&F Executive Fund IV, L.P.	08/16/2006
__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).

On August 15, 2006, Hellman & Friedman Capital Partners IV, L.P. ("HFPC IV"), H&F International Partners IV-A, L.P. ("HFIP IV-A"), H&F International Partners IV-C, L.P. ("HFIP IV-C"), H&F Executive Fund IV, L.P. ("HFEF IV"), H&F TGN AIV, L.P. ("H&F AIV", and together with HFPC IV, HFIP IV-A, HFIP IV-C and HFEF IV, the "H&F Partnerships") sold respectively

(1) 3,207,977, 262,115, 1,179, 84,588 and 661,012 shares (4,216,871 shares in total) of NRG Energy, Inc.'s common stock (the "Common Stock"), to Morgan Stanley & Co. Incorporated at a price of \$48.41 per share (the "Resale"). Following completion of the Resale, HFPC IV, HFIP IV-A, HFIP IV-C, HFEF IV and H&F AIV directly own respectively 3,207,976, 262,116, 1,179, 84,588 and 661,012 shares of Common Stock reported as beneficially owned in the above table.

(2) H&F Investors IV, LLC ("H&F Investors") is the general partner of each of the H&F Partnerships. The investment decisions of each of the H&F Partnerships are made by the investment committee of H&F Investors, which indirectly exercises voting and investment power with respect to the Common Stock held by the H&F Partnerships. Accordingly, H&F Investors may be deemed to share

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beneficial ownership of the shares of Common Stock held by the H&F Partnerships.

- (3) Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, H&F Investors herein states that this filing shall not be deemed an admission that it is the beneficial owner of any of the shares of Common Stock covered by this Statement. H&F Investors disclaims beneficial ownership of the Common Stock, except to the extent of its pecuniary interest in such shares of Common Stock.

Remarks:

As described in Amendment No. 1 to Schedule 13D ("Amendment No. 1") filed on August 11, 2006 with respect to the Comm

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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