

NRG ENERGY, INC.  
Form 4  
January 04, 2011

**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 \*  
RAGAN JOHN 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)  
12/20/2010

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, Regional Pres Texas

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	12/20/2010		S		3,000	D	\$ 18.69
Common Stock, par value \$.01 per share	01/02/2011		F		675	D	(1) 22,847
Common Stock, par value \$.01 per share	01/03/2011		A		17,100	A	(2) (3) 40,840 (4)

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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 Underlying (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	
						Code	V	(A)	(D)
Non-Qualified Stock Options	\$ 19.83	01/03/2011		A	39,000	01/03/2012 <sup>(5)</sup>	01/03/2021 <sup>(6)</sup>	Common Stock, par value \$.01 per share	
Performance Units	<u>(7)</u>	01/03/2011		A	16,800	01/03/2014	01/03/2014	Common Stock, par value \$.01 per share	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAGAN JOHN W NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540			Exec VP, Regional Pres Texas	

## Signatures

/s/ Brian Curci, under Power of Attorney  
01/04/2011

\_\_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 January 2, 2008, Mr. Ragan was issued 2,200 Restricted Stock Units ("RSU's") by NRG Energy, Inc. under NRG Energy, Inc.'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 2, 2011, the RSUs vested. Pursuant to the LTIP, Mr. Ragan elected to satisfy his tax withholding obligation upon the exchange of common stock for RSU's 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 form is being filed to reflect the surrender of 675 shares of common stock to satisfy the grantee's tax withholding obligation.
- (1) Represents Restricted Stock Units issued to Mr. Ragan by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan.
  - (2) Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01 per share. Mr. Ragan will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on January 3, 2014.
  - (3) Includes 893 shares acquired under NRG Energy, Inc.'s Employee Stock Purchase Plan since the Reporting Person's last filing.
  - (4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Ragan, the Stock Options will vest and become 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.
  - (5) Stock Options expire ten years from the date of the grant.

- Mr. Ragan was issued 16,800 Performance Units by NRG under the LTIP on January 3, 2011. Each Performance Unit will be paid out on January 3, 2014 if the average of the closing price of NRG's Common Stock on January 3, 2014 and the nineteen preceeding tracking days (the "Measurement Price") is equal to or greater than \$24.57 (the "Threshold Price"). The payout for each PU will be equal to a
- (7) pro-rated amount in between one-half and one share of common stock if the Measurement Price equals or exceeds the Threshold Price but less than \$26.66 (the "Target Price"). The payout for each PU will be 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"). The payout for each PU will be equal to two shares of common stock if the Measurement Price is equal to or greater than the Maximum Price.

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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