

NRG ENERGY, INC.
Form 4
September 10, 2013

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 *
Andrews Kirkland B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
211 CARNEGIE CENTER

3. Date of Earliest Transaction (Month/Day/Year)
09/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

(Street)
PRINCETON, NJ 08540

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	09/06/2013		M		23,990	A	① 127,162
Common Stock, par value .01 per share	09/06/2013		F		11,551	D	② 115,611
Common Stock, par value .01 per share	09/06/2013		F		9,630	D	③ 105,981

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- Mr. Kirkland elected to satisfy his tax withholding obligation upon the exchange of common stock for MSUs having a value on the date of the exchange equal to the withholding obligation. This form is being filed to reflect the surrender of 11,551 shares of common stock to satisfy the grantee's tax withholding obligation.
- (2)

- On September 6, 2011, Mr. Kirkland was issued 60,000 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Long-Term Incentive Plan ("LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. On September 6, 2013, 20,000 shares vested. Mr. Kirkland elected to satisfy his tax withholding obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form is being filed to reflect the surrender of 9,630 shares of common stock to satisfy the grantee's tax withholding obligation.
- (3)

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.