

NRG ENERGY, INC.
Form 4
January 06, 2015

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 *
DEHNE TANUJA

(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)
01/02/2015

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)
SVP and Chief Admin Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock, par value \$.01 per share	01/02/2015		M		762 ⁽¹⁾ A \$ 23.64	38,599	D
Common Stock, par value \$.01 per share	01/02/2015		A		10,800 ⁽²⁾ A \$ 0 ⁽³⁾	49,399	D
Common Stock, par value \$.01 per share	01/03/2015		M		17,709 A ⁽⁴⁾	67,108	D

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Common Stock, par value \$.01 per share	01/03/2015	F	6,307	D	(5)	60,801	D
Common Stock, par value \$.01 per share	01/03/2015	F	2,459	D	(6)	58,434 (7)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options	\$ 23.64	01/02/2015		M ⁽¹⁾	9,000	01/02/2012 01/02/2015	Common Stock, par value \$.01 per share	
Market Stock Units	(8)	01/02/2015		A	19,894	01/02/2018 01/02/2018	Common Stock, par value \$.01 per share	
Market Stock Units	(4)	01/03/2015		M	11,500	01/02/2015 01/02/2015	Common Stock, par value \$.01 per share	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

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

SVP and Chief Admin Officer

Signatures

/s/ Tanuja M.
 Dehne

01/06/2015

**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 acquisition of 762 shares of common stock reflects the net exercise of the Non-Qualified Stock Options with the remaining shares withheld by the Issuer to cover the exercise price and taxes associated with the automatic exercise.
- (2) Represents Restricted Stock Units issued to the Reporting Person under NRG Energy, Inc.'s Long-Term Incentive Plan ("LTIP").
- (3) Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01 per share. The Reporting Person will receive from NRG one such share of Common Stock for each RSU on January 2, 2018.

The Reporting Person was issued 11,500 Market Stock Units by NRG under the LTIP on January 2, 2012 that vested on January 2, 2015. On the vesting date the Reporting Person was entitled to receive a maximum of 23,000 shares of Common Stock if the company achieved 100% increase in total shareholder return since the grant date (the "Maximum"), 11,500 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"), or 5,750 shares of Common Stock if there is a 50% decrease in total shareholder return since the grant date (the "Threshold"). The Reporting Person would not have received any shares of Common Stock if total shareholder return had decreased by more than 50% since the grant date. The number of shares of Common Stock that the Reporting Person could have received is interpolated for total shareholder return falling between Threshold, Target and Maximum levels. On January 3, 2015 she vested in 17,709 shares.

- (4) The Reporting Person elected to satisfy her 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 6,307 shares of common stock to satisfy the grantee's tax withholding obligation.

On January 3, 2012, the Reporting Person was issued 6,900 Restricted Stock Units ("RSUs") by NRG under NRG's Long-Term Incentive Plan ("LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01 per share. On January 3, 2015

- (6) shares vested. The Reporting Person elected to satisfy her 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 2,459 shares of common stock to satisfy the grantee's tax withholding obligation.
- (7) Includes 92 shares acquired under NRG Energy, Inc.'s Employee Stock Purchase Plan since the Reporting Person's last filing.

The Reporting Person was issued 19,894 MSUs by NRG under the LTIP on January 2, 2015. The MSUs will convert to shares of NRG Common Stock on January 2, 2018 only in the event the Company has achieved a certain level of total shareholder return. Total shareholder return will consist of the average of the closing price of NRG's Common Stock on January 2, 2018 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

- (8) The Reporting Person will receive a maximum of 39,788 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 19,894 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"); or 14,920 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The Reporting Person will not receive any shares of Common Stock if total shareholder return has decreased by more than 25% since the grant date. The number of shares of Common Stock that the Reporting Person may receive is interpolated for total shareholder return falling between Threshold, Target and Maximum levels.

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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