

Moser Christopher
Form 4
January 07, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Moser Christopher

(Last) (First) (Middle)
NRG ENERGY, INC., 804
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)
01/03/2018

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 Vice Pres, Operations

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	(A) or (D)	Price
Common Stock, par value \$.01 per share	01/03/2019		F		1,540	D	<u>(1)</u> 67,860 <u>(2)</u>
Common Stock, par value \$.01 per share	01/04/2019		F		5,852	D	<u>(3)</u> 62,008 <u>(4)</u>
Common Stock, par value \$.01 per share	01/04/2019		M		49,812	A	<u>(5)</u> 111,820 <u>(6)</u>

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Common Stock, par value \$.01 per share	01/04/2019	M	1,539	A	<u>(6)</u>	113,359	D
Common Stock, par value \$.01 per share	01/04/2019	F	21,783	D	<u>(7)</u>	91,576 <u>(8)</u>	D
Common Stock, par value \$.01 per share	01/04/2019	A	14,200	A	\$ 19.83	105,776	D
Common Stock, par value \$.01 per share	01/04/2019	A	6,100	A	\$ 20.86	111,876	D
Common Stock, par value \$.01 per share	01/04/2019	S	16,925	D	\$ <u>38.51</u> <u>(8)</u>	94,951	D
Common Stock, par value \$.01 per share	01/04/2019	S	17,371	D	\$ <u>37.96</u> <u>(9)</u>	77,580 <u>(10)</u>	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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Stock Units	<u>(5)</u>	01/04/2019		M	49,812	01/04/2019	01/04/2019	Common Stock, par value	24,900

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common stock to satisfy the grantee's tax withholding obligation.

- (4) In connection with the vesting of the RSUs described above, 484 DERs vested. Dividend equivalent rights accrue on the reporting person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.

- (5) The Reporting Person was issued 24,906 Market Stock Units by NRG under the LTIP on January 4, 2016 that vested on January 4, 2019. On the vesting date the Reporting Person was entitled to receive a maximum of 49,812 shares of Common Stock if the company achieved 100% increase in total shareholder return since the grant date (the "Maximum"), 24,906 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target") or 18,679 shares of Common Stock if there is a 25% 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 25% since the grant date. The number of shares that the Reporting Person could have received in interpolated for total shareholder return fall between Threshold, Target and Maximum levels. On January 4, 2019 he vested in 49,812 shares.

- (6) In connection with the vesting of the MSUs described above, an incremental 1,539 DERs vested. Dividend equivalent rights accrue on the Reporting Person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.

- (7) The Reporting Person 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 reflects the surrender of 21,783 shares of common stock to satisfy the grantee's tax withholding obligation.

- (8) This transaction was executed in multiple trades at prices ranging from \$37.93 to \$38.88. 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. This transaction also reflects the reporting person's sale of shares to cover the exercise price and tax obligation related to the exercise of the employee stock option.

- (9) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 17, 2018.

- (10) Includes 1,196 DERs.

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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