

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 \*  
Hill David Russell

(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)  
Exec Vice Pres, Gen Counsel

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	(D)	Price
Common Stock, par value \$.01 per share	01/02/2015		A		12,000 (1)	A	(2) 39,210 (5)

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

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(9-02)

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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	(3)	01/02/2015		A	22,105	01/02/2018 01/02/2018	Common Stock, par value \$.01 per share 44,210 <sup>(4)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hill David Russell NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540			Exec Vice Pres, Gen Counsel	

## Signatures

/s/ Brian Curci, under Power of Attorney 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) Represents Restricted Stock Units issued to the Reporting Person under NRG Energy, Inc.'s Long Term Incentive Plan ("LTIP").
- (2) Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. The Reporting Person will receive from NRG one such share of Common Stock for each RSU on January 2, 2018.
- (3) The Reporting Person was issued 22,105 Market Stock Units ("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.
- (4) The Reporting Person will receive a maximum of 44,210 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 22,105 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"); or 16,578 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

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total shareholder return falling between Threshold, Target, and Maximum levels.

(5) Includes 872 shares acquired under NRG Energy, Inc.'s Employee Stock Purchase Plan since the Reporting Person's last filing.

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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