

Stark Ronald B
Form 3
March 13, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Stark Ronald B
(Last) (First) (Middle)

NRG ENERGY, INC., 211
CARNEGIE CENTER

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/05/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
VP, Chief Accounting Officer

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock, par value \$.01 per share

2. Amount of Securities Beneficially Owned (Instr. 4)

6,598 ⁽¹⁾

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options	01/02/2009 ⁽²⁾	01/02/2015	Common Stock, par value \$.01 per share 5,200	\$ 23.64	D	Â
Non-Qualified Stock Options	01/04/2010 ⁽³⁾	01/04/2020	Common Stock, par value \$.01 per share 2,800	\$ 23.87	D	Â
Non-Qualified Stock Options	01/03/2011 ⁽⁴⁾	01/03/2021	Common Stock, par value \$.01 per share 3,500	\$ 19.83	D	Â
Performance Units	01/04/2013	01/04/2013	Common Stock, par value \$.01 2,600 ⁽⁵⁾	\$ ⁽⁶⁾	D	Â
Performance Units	01/03/2014	01/03/2014	Common Stock, par value \$.01 per share 3,000 ⁽⁷⁾	\$ ⁽⁸⁾	D	Â
Market Stock Units	01/03/2015	01/03/2015	Common Stock, par value \$.01 per share 8,600	\$ ⁽⁹⁾ ⁽¹⁰⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stark Ronald B NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540	Â	Â	Â VP, Chief Accounting Officer	Â

Signatures

/s/ Ronald B. Stark
03/13/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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)

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Includes Restricted Stock Units ("RSUs") issued to Mr. Stark by NRG Energy, Inc. under NRG's Long Term Incentive Plan ("LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. Mr. Stark will receive from NRG one such share of Common Stock, as follows: (i) 1,300 RSUs issued on January 4, 2013; (ii) 1,600 RSUs issued on January 3, 2014; (iii) 2,600 RSUs issued on January 3, 2015.

- (2) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Stark, all of the Stock Options vested and became exercisable on January 2, 2012.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Stark, 66 2/3% of the Stock Options vested and became exercisable on January 4, 2012. The remaining balance will vest on January 4, 2013.
- (4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Stark, 33 1/3% of the Stock Options vested and became exercisable on January 3, 2012. The remaining balance will vest as follows: 33 1/3% on January 3, 2013 and January 3, 2014.
- (5) Mr. Stark was issued 1,300 Performance Units ("PUs") under NRG Energy, Inc.'s LTIP on January 4, 2010.

Each PU will be paid out on January 4, 2013 if the average of the closing price of NRG's Common Stock on January 4, 2013 and the nineteen preceding trading days (the "Measurement Price") is equal to or greater than \$31.97 (the "Threshold Price"). The payout for each PU will be equal to a pro-rated amount in between one-half and one share of Common Stock if the Measurement Price equals or exceeds the Threshold Price but is less than \$34.69 (the "Target Price"). The payout for each PU will be equal to one share of Common Stock if the Measurement Price equals 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 greater than the Target Price but less than \$40.57 (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.
- (7) Mr. Stark was issued 1,500 PUs under NRG Energy, Inc.'s LTIP on January 3, 2011.

Each PU 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 preceding trading 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 pro-rated amount in between one-half and one share of Common Stock if the Measurement Price equals or exceeds the Threshold Price but is less than \$26.66 (the "Target Price"). The payout for each PU will be equal to one share of Common Stock if the Measurement Price is equal to 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 greater than 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.
- (9) Mr. Stark was issued 4,300 Market Stock Units ("MSUs") by NRG under the LTIP on January 3, 2012. The MSUs will convert to shares of NRG Common Stock on January 3, 2015 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 3, 2015 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

Mr. Stark will receive a maximum of 8,600 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 4,300 shares of Common Stock if there is no change in TSR since the grant date (the "Target"); or 2,150 shares of Common Stock if there is a 50% decrease in TSR since the grant date (the "Threshold"). Mr. Stark will not receive any shares of Common Stock if TSR has decreased by more than 50% since the grant date. The number of shares of Common Stock that Mr. Stark may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.
- (10)

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.