

Angoorly Caroline  
Form 3  
January 04, 2006

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Angoorly Caroline                       |         | (Month/Day/Year)                     | NRG ENERGY, INC. [NRG]                             |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 01/03/2006                           |  |  |
| NRG ENERGY, INC.,Â 211                    |         |                                      | (Check all applicable)                             |  |
| CARNEGIE CENTER                           |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
| PRINCETON,Â NJÂ 08540                     |         |                                      | VP, Environmental & New Bus.                       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)           | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share (1) | 7,568 (1) (2) (3)  | D   | Â  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|---|--|
|   | Date Exercisable  | Expiration Date  | Title  |   |  |

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|                                  |                           |                           |  | Amount or<br>Number of<br>Shares |                   | or Indirect<br>(I)<br>(Instr. 5) |   |
|----------------------------------|---------------------------|---------------------------|--|----------------------------------|-------------------|----------------------------------|---|
| Non-Qualified Stock<br>Option    | 05/17/2005 <sup>(4)</sup> | 05/17/2010 <sup>(5)</sup> | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 16,000                           | \$ 20.33          | D                                | Â |
| Non-Qualified Stock<br>Option    | 08/01/2006 <sup>(6)</sup> | 08/01/2011 <sup>(5)</sup> | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 7,000                            | \$ 38.8           | D                                | Â |
| Performance Units <sup>(7)</sup> | 08/01/2008 <sup>(7)</sup> | 08/01/2008 <sup>(7)</sup> | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 4,000                            | \$ <sup>(7)</sup> | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                      |       |
|---|---------------|-----------|--------------------------------------|-------|
|   | Director      | 10% Owner | Officer                              | Other |
| Angoorly Caroline<br>NRG ENERGY, INC.<br>211 CARNEGIE CENTER<br>PRINCETON, NJ 08540 | Â             | Â         | Â VP,<br>Environmental &<br>New Bus. | Â     |

## Signatures

|   |            |
|---|------------|
| /s/ Tanuja M. Dehne, under Power of<br>Attorney | 01/04/2006 |
| <u>      </u> 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) Represents the following securities issued to Ms. Angoorly by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan: (i) 4,400 Restricted Stock Units issued on May 17, 2004; (ii) 1,000 Restricted Stock Units issued on August 1, 2005; and (iii) 2,362 Deferred Stock Units issued on March 14, 2005.
 

Each Deferred Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Ms. Angoorly has received or will receive from NRG Energy, Inc. one such share of Common Stock for each Deferred Stock Unit on the following schedule: (i) 25% on May 1, 2005; (ii) 45% on May 1, 2006; and (iii) 30% on May 1, 2007. On May 1, 2005, Ms. Angoorly received 397 shares of Common Stock which represents one such share of Common Stock for 25% (591 shares) of the Deferred Stock Units granted on March 14, 2005 minus 194 shares to satisfy her tax withholding obligation upon conversion. Pursuant to NRG Energy, Inc.'s Long Term Incentive Plan, Ms. Angoorly elected to satisfy her tax withholding obligation upon the exchange of common stock for Deferred Stock Units by surrendering a number of shares of Common Stock having a value on the date of the exchange equal to the tax withholding obligation.
  - (2)
  - (3)

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Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Ms. Angoorly will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit as follows: (i) 4,400 shares on May 17, 2007 and (ii) 1,000 shares on August 1, 2008.

- (4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Ms. Angoorly, the Stock Options vest and become exercisable as follows: 33 1/3% on May 17, 2005; 33 1/3% on May 17, 2006; and 33 1/3% on May 17, 2007.
- (5) Stock Options expire six years from the date of grant.
- (6) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Ms. Angoorly, the Stock Options will vest and become exercisable as follows: 33 1/3% on August 1, 2006; 33 1/3% on August 1, 2007; and 33 1/3% on August 1, 2008.

Ms. Angoorly was issued 2,000 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on August 1, 2005. Each Performance Unit will be paid out on August 1, 2008 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to August 1, 2008 (the "Measurement Price") is equal to or greater than \$54.50 (the "Target Price"). The payout

- (7) for each Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated amount in between one and two shares of Common Stock, if the Measurement Price is greater than the Target Price but less than \$63.75 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

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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