

Andrews Kirkland B
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 *
Andrews Kirkland B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

NRG ENERGY, INC., 804
CARNEGIE CENTER

01/03/2019

EVP & CFO

(Street)

4. 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

PRINCETON, NJ 08540

(City) (State) (Zip)

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	01/03/2019		F		3,879	D	<u>(1)</u> 265,555 <u>(2)</u>
Common Stock, par value \$.01 per share	01/04/2019		F		13,596	D	<u>(3)</u> 251,959 <u>(4)</u>
Common Stock, par value \$.01 per share	01/04/2019		M		93,648	A	<u>(5)</u> 345,607

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Common Stock, par value \$.01 per share	01/04/2019	M	2,894	A	<u>(6)</u>	348,501	D
Common Stock, par value \$.01 per share	01/04/2019	F	47,852	D	<u>(7)</u>	300,649 <u>(8)</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	93,648	01/04/2019 01/04/2019	Common Stock, par value \$.01 per share	46,824
Dividend Equivalent Rights	<u>(6)</u>	01/04/2019		M	2,894	<u>(6)</u> 01/04/2019	Common Stock, par value \$.01 per share	2,894

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andrews Kirkland B NRG ENERGY, INC. 804 CARNEGIE CENTER			EVP & CFO	

PRINCETON, NJ 08540

Signatures

/s/ Christine Zoino, by Power of
Attorney

01/07/2019

__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).

On January 3, 2017, Mr. Andrews was issued 35,499 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value
(1) \$.01. On January 3, 2019, 11,833 shares vested. Mr. Andrews elected to satisfy his tax 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 reflects the surrender of 3,879 shares of common stock to satisfy the grantee's tax withholding obligation.

In connection with the vesting of the RSUs described above, 118 DERs vested. Dividend equivalent rights accrue on the reporting
(2) 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.

On January 4, 2018, Mr. Andrews was issued 88,332 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value
(3) \$.01. On January 4, 2019, 29,444 shares vested. Mr. Andrews elected to satisfy his tax 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 reflects the surrender of 13,596 shares of common stock to satisfy the grantee's tax withholding obligation.

In connection with the vesting of the RSUs described above, 910 DERs vested. Dividend equivalent rights accrue on the reporting
(4) 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.

The Reporting Person was issued 46,824 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 93,648 shares of Common Stock if the company achieved 100% increase in total shareholder return since the grant date (the "Maximum"), 46,824 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target") or 35,118 shares of Common Stock if there is a 25% decrease in total
(5) 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 93,648 shares.

In connection with the vesting of the MSUs described above, an incremental 2,894 DERs vested. Dividend equivalent rights accrue on the
(6) 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.

The Reporting Person elected to satisfy his tax withholding obligation upon the exchange of common stock for MSUs having a value on
(7) the date of the exchange equal to the withholding obligation. This form reflects the surrender of 47,852 shares of common stock to satisfy the grantee's tax withholding obligation.

(8) Includes 2,260 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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