

NRG ENERGY, INC.
Form 4
December 19, 2006

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 *
Murphy J Andrew

(Last) (First) (Middle)
NRG ENERGY, INC., 211
CARNEGIE CENTER
(Street)

PRINCETON, NJ 08533

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2006

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 VP & General 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 (A) or (D) Price		
Common Stock, par value .01 per share	12/18/2006		A		3,150 <u>(1)</u>	A	<u>(2)</u> 3,150 D

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 Underlying (Instr. 3 and 7)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Non-Qualified Stock Options	\$ 57.85	12/18/2006		A	25,600	12/18/2007 ⁽³⁾ 12/18/2012 ⁽⁴⁾	Common Stock, par value \$0.01 per share
Performance Units	<u>(5)</u>	12/18/2006		A	12,200 <u>(5)</u>	12/18/2009 ⁽⁵⁾ 12/18/2009	Common stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy J Andrew NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08533			Exec VP & General Counsel	

Signatures

J. Andrew
Murphy
12/19/2006
Date

**Signature of Reporting Person

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 pursuant to the Restricted Stock Unit Agreement by and between NRG Energy, Inc. and J. Andrew Murphy.
- (2) Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. Murphy will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on December 18, 2009.
- (3)

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Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Murphy, the Stock Options will vest and become exercisable as follows: 33 1/3% on December 18, 2007, 33 1/3% on December 18, 2008 and 33 1/3% on December 18, 2009.

- (4) Stock options expire six years from the date of the grant.

Mr. Murphy was issued 6,100 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on December 18, 2006. Each Performance Unit will be paid out on December 18, 2009 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to December 18, 2009 (the "Measurement Price") is equal to or greater than \$81.28 (the

- (5) "Target Price"). The payout 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 \$95.05 (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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