

Andrews Kirkland B
Form 4
September 10, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Andrews Kirkland B

(Last) (First) (Middle)

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)
09/06/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value .01 per share	09/06/2012		M	19,240 A <u>(1)</u>	101,240	D	
Common Stock, par value .01 per share	09/06/2012		F	8,360 D <u>(2)</u>	92,880	D	
Common Stock, par value .01 per share	09/06/2012		F	8,312 D <u>(3)</u>	84,568	D	

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

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(9-02)

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>(1)</u>	09/06/2012		M	20,000	09/06/2012 09/06/2014	Common Stock, par value .01 per share 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Andrews Kirkland B 211 CARNEGIE CENTER PRINCETON, NJ 08540	EVP & CFO

Signatures

/s/ Brian Curci, under Power of Attorney 09/10/2012

__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) Mr. Andrews was issued 60,000 Market Stock Units by NRG under the LTIP on Sept 6, 2011 that vest in 1/3 increments on anniversary of grant date beginning on Sept 6, 2012. On each anniversary of the grant date, he will receive a maximum of 40,000 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 20,000 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"); or 10,000 shares of Common Stock if there is a 50% decrease in total shareholder return since the grant date (the "Threshold"). Mr. Andrews will not receive any shares of Common Stock if total shareholder return has decreased by more than 50% since the grant date. The number of shares of Common Stock that Mr. Andrews may receive is interpolated for total shareholder return falling between Threshold, Target, and Maximum levels. On Sept 6, 2012 he vested in 19,240 shares.

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- Mr. Kirkland elected to satisfy his tax withholding obligation upon the exchange of common stock for MSUs having a value on the date
- (2) of the exchange equal to the withholding obligation. This form is being filed to reflect the surrender of 8,360 shares of common stock to satisfy the grantee's tax withholding obligation. 760 shares were cancelled due to performance.

- On September 6, 2011, Mr. Kirkland was issued 60,000 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Long-Term Incentive Plan ("LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. On
- (3) September 6, 2012, 20,000 shares vested. Mr. Kirkland elected to satisfy his tax withholding 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 is being filed to reflect the surrender of 8,312 shares of common stock to satisfy the grantee's tax withholding obligation.

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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