

NRG ENERGY, INC.

Form 4

January 05, 2016

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 *
Callen David

(Last) (First) (Middle)

NRG ENERGY, INC., 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)
01/02/2016

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 ____ Other (specify
below) below)

VP, Chief Accounting Officer

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$.01 per share	01/02/2016		F		2,506	D	<u>(1)</u> <u>(2)</u> 19,194 <u>(3)</u>	D

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

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SEC 1474
(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Market Stock Units	(4)	01/02/2016		M	3,900	01/02/2016 01/02/2016	Common Stock, par value \$.01 per share	7,800

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Callen David
NRG ENERGY, INC.
211 CARNEGIE CENTER
PRINCETON, NJ 08540

VP, Chief Accounting Officer

Signatures

/s/ Brian Curci, by Power of
Attorney

01/05/2016

__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) On January 2, 2013 Mr. Callen was issued Restricted Stock Units ("RSUs") 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. On January 2, 2016, 2,300 shares vested. On January 2, 2014, 4,917 RSUs were issued to Mr. Callen under the LTIP that vest ratably over a three year period. On January 2, 2016, 1,639 shares vested. On January 2, 2015, 5,394 RSUs were issued to Mr. Callen under the LTIP that vest ratably over a three year period. On January 2, 2016, 1,798 shares vested.

(2) Mr. Callen elected to satisfy his tax obligations upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligations. This form is being filed to reflect the surrender of 2,506 shares of common stock to satisfy the grantee's tax withholding obligations.

(3) Reflects a reduction of 254 dividend equivalent rights ("DERs") that were forfeited upon the vesting of the Market Stock Units described in Table II, resulting in the reporting person holding 461 DERs in the aggregate. Dividend equivalent rights accrue on the reporting person's restricted stock units or market stock units, which become exercisable proportionately with the restricted stock units or market

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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. Includes 152 shares acquired under NRG Energy, Inc.'s Employee Stock Purchase Plan since the Reporting Person's last filing.

- (4) Mr. Callen was issued 3,900 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2013 that vested on January 2, 2016. On the vesting date, he was entitled to receive a maximum of 7,800 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 3,900 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"), or 1,950 shares of Common Stock if there is a 50% decrease in total shareholder return since the grant date (the "Threshold"). The number of shares of Common Stock that Mr. Callen may receive is interpolated for total shareholder return falling between Threshold, Target, and Maximum levels. On January 2, 2016, Mr. Callen did not receive any shares.

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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