

Winn Steve
Form 4
February 06, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Winn Steve

(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)
02/03/2006

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)
Executive Vice President

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	(D)	Price
Common stock, par value \$0.01 per share ⁽¹⁾	02/03/2006		A		1,356 <u>(1)</u>	A	<u>(2)</u> 11,519
						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)
Non-Qualified Stock Option	\$ 47.27	02/03/2006		A	11,964	02/03/2007 ⁽³⁾ 02/03/2012 ⁽⁴⁾	Common stock, par value \$0.01 per share
Performance Units	<u>(5)</u>	02/03/2006		A	5,264	02/03/2009 ⁽⁵⁾ 02/03/2009	Common stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships
Winn Steve NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540	Director 10% Owner Officer Executive Vice President Other

Signatures

/s/Tanuja M. Dehne, under Power of Attorney
 Date: 02/06/2006
 **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 to Mr. Winn by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan.
- (2) Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. Winn will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on February 3, 2009.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, the Stock Option will vest and become exercisable as follows: 33 1/3% on February 3, 2007, 33 1/3% on February 3, 2008 and 33 1/3% on February 3, 2009.

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

Mr. Winn was issued 2,632 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on February 3, 2006. Each Performance Unit will be paid out on February 3, 2009 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to February 3, 2009 (the "Measurement Price") is equal to or greater than \$66.41 (the "Target Price"). The

- (5) 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 \$77.67 (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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