

NRG ENERGY, INC.

Form 3

March 02, 2009

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Bramnick Michael R.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/18/2009

3. Issuer Name **and** Ticker or Trading Symbol
NRG ENERGY, INC. [NRG]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)NRG ENERGY, INC.,Â 211
CARNEGIE CENTER

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

Sr. 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

PRINCETON,Â NJÂ 08540

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value .01 per share

4,300 ⁽¹⁾

D

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Exercisable

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	Expiration Date			Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options	01/03/2007 ⁽²⁾	01/03/2013	Common Stock, par value \$.01 per share	3,466	\$ 27.915	D	Â
Non-Qualified Stock Options	01/02/2008 ⁽³⁾	01/02/2014	Common Stock, par value \$.01 per share	6,200	\$ 42.82	D	Â
Non-Qualified Stock Options	01/02/2009 ⁽⁴⁾	01/02/2015	Common Stock, par value \$.01 per share	8,900	\$ 23.64	D	Â
Performance Units	01/03/2007	01/03/2017	Common Stock, par value \$.01 per share	2,400	\$ ⁽⁵⁾	D	Â
Performance Units	01/02/2008	01/02/2018	Common Stock, par value \$.01 per share	2,400	\$ ⁽⁶⁾	D	Â
Performance Units	01/02/2009	01/02/2019	Common Stock, par value \$.01 per share	4,200	\$ ⁽⁷⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bramnick Michael R. NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540	Â	Â	Â Sr. VP & General Counsel	Â

Signatures

/s/Brian Curci, under Power of Attorney

03/02/2009

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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)

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Includes the following securities issued to Mr. Bramnick by NRG Energy, Inc. under NRG's Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. Mr. Bramnick will receive from NRG one such share of Common Stock, as follows: (i) 600 Restricted Stock Units ("RSUs") issued on January 3, 2010; (ii) 600 RSUs issued on January 2, 2011; (iii) 1,100 RSUs issued on January 2, 2012.

- (2) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Bramnick, half of the Stock Options vested and became exercisable on January 3, 2009. The remaining balance will vest on January 3, 2010.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Bramnick, 33 1/3% of the Stock Options vested and became exercisable on January 2, 2009. The remaining balance will vest as follows: 33 1/3% on January 2, 2010 and January 2, 2011.
- (4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Bramnick, the Stock Options will vest and become exercisable as follows: 33 1/3% on January 2, 2010; 33 1/3% on January 2, 2011 and 33 1/3% on January 2, 2012.

Mr. Bramnick was issued 1,200 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on January 3, 2007. Each Performance Unit will be paid out on January 3, 2010 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 3, 2010 (the "Measurement Price") is equal to or greater than \$38.095 (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 \$44.74 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

Mr. Bramnick was issued 1,200 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on January 2, 2008. Each Performance Unit will be paid out on January 2, 2011 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 2, 2011 (the "Measurement Price") is equal to or greater than \$60.16 (the "Target Price"). The

- (6) 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 \$70.35 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

Mr. Bramnick was issued 2,100 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on January 2, 2009. Each Performance Unit will be paid out on January 2, 2012 if the closing price of NRG's Common Stock January 2, 2012 (the "Measurement Price") is equal to or greater than \$30.61 (the "Threshold Price"). The payout for each PU will be equal to a pro-rated

- (7) amount in between one-half and one share of common stock if the Measurement Price equals or exceeds the Threshold Price but less than \$33.21 (the "Target Price"). The payout for each PU will be equal to a pro-rated amount in between one and two shares of common stock if the Measurement Price is equal to the Target Price but less than \$38.84 (the "Maximum Price"). The payout for each PU will be equal to 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.