Andrews Kirkland B Form 4

September 10, 2012 FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

response...

0.5

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Andrews Kirkland B			2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(2)		
211 CARNEG	IE CENTER	8	(Month/Day/Year) 09/06/2012	Director 10% Owner X Officer (give title Other (specify below) EVP & CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
PRINCETON,	NJ 08540		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

DDIN		TAC	NIT	00510	
PKIN	ICET	JIN.	INJ	08540	

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	ly 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock, par value .01 per share	09/06/2012		M	19,240	A	(1)	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	(3)	84,568	D	

Edgar Filing: Andrews Kirkland B - Form 4

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	tiorDerivative Expiration Date		e	Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration Date	Title	Amount or Number
				Code V	(A) (D)	Excicisable	Date		of Shares
Market Stock Units	(1)	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
Cenorting Owner Name / Address	

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).

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.

Reporting Owners 2

Edgar Filing: Andrews Kirkland B - Form 4

- 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. 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.