NRG ENERGY, INC.

Form 4

August 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A	Address of Repo	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% OwnerX_ Officer (give title Other (specify below)			
(Lost)	(First)	(Middle)	NRG ENERGY, INC. [NRG]				
(Last) NRG ENEF CARNEGII	(First) RGY, INC., 2 E CENTER	,	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2013				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	ON, NJ 08540 (State)	(Zip)	Table I - Non-Derivative Securities A	Person Acquired, Disposed of, or Beneficially Owned			
1 Title of	2 Transaction	n Date 2A De	emed 3 / Securities	5 Amount of 6 Ownership 7 Nature			

		Table	1 - MOII-DO	ciivative	occui i	ilies Ac	quii cu, Disposcu	oi, oi benericia	ny Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nsactionAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
			~		or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common									
Stock, par value \$.01 per share	08/01/2013		A	834	A	(1)	618,514 (2)	D	
per snare									

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	reduction po						
	Director	10% Owner	Officer	Other			
CRANE DAVID W							

CRANE DAVID W NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540

X

President & CEO

Relationships

Signatures

/s/ David Crane 08/05/2013 **Signature of Date 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).
- Represents dividend equivalent rights accrued on the reporting person's deferred stock units, which become exercisable proportionately with the deferred 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.
- (2) Includes 2,350 dividend equivalent rights.

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.

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