

NRG ENERGY, INC.

Form 4

November 25, 2014

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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Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wilson Denise

(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)
11/21/2014

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)

Exec VP & Pres, New Business

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	11/21/2014		M ⁽¹⁾	35,100 A	\$ 23.64	162,535	D
Common Stock, par value \$.01 per share	11/21/2014		M ⁽¹⁾	20,300 A	\$ 23.87	182,835	D
Common Stock, par value \$.01 per share	11/21/2014		M ⁽¹⁾	33,300 A	\$ 19.83	216,135	D

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Common Stock, par value \$.01 per share	11/21/2014	S ⁽¹⁾	88,700	D	\$ 31.24 ⁽²⁾	127,435	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Options	\$ 23.64	11/21/2014		M ⁽¹⁾	35,100	⁽³⁾ 01/02/2015	Common Stock, par value \$.01 per share 35,
Non-Qualified Stock Option	\$ 23.87	11/21/2014		M ⁽¹⁾	20,300	⁽⁴⁾ 01/04/2020	Common Stock, par value \$.01 per share 20,
Non-Qualified Stock Options	\$ 19.83	11/21/2014		M ⁽¹⁾	33,300	⁽⁵⁾ 01/03/2021	Common Stock, par value \$.01 per share 33,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wilson Denise NRG ENERGY, INC.	Exec VP & Pres, New Business

211 CARNEGIE CENTER
PRINCETON, NJ 08540

Signatures

/s/ Brian Curci, by Power of
Attorney

11/25/2014

__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) The transactions were executed pursuant to a prearranged trading plan in accordance with Rule 10b5-1 of the Securities and Exchange Act of 1934 adopted by the reporting person on November 7, 2014.

This transaction was executed in multiple trades at prices ranging from \$31.10 to \$31.45. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and the reporting person, the Non-Qualified Stock Options vested and became 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.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and the reporting person, the Non-Qualified Stock Options vested and became exercisable as follows: 33 1/3% on January 4, 2011, 33 1/3% on January 4, 2012 and 33 1/3% on January 4, 2013.
- (4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and the reporting person, the Non-Qualified Stock Options vested and became exercisable as follows: 33 1/3% on January 3, 2012, 33 1/3% on January 3, 2013 and 33 1/3% on January 3, 2014.
- (5)

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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