

NRG ENERGY, INC.

Form 4

March 11, 2008

**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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(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)  
03/10/2008

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)

EVP, Strategy &amp; Nuclear Dev

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<br>Security<br>(Instr. 3)          | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock, par<br>value .01<br>per share | 03/10/2008                              |                                                             | M <sup>(1)</sup>                     |                                                                         | 8,750                                                                                                              | A                                                                    | \$<br>23.975                                                      |
| Common<br>Stock, par<br>value .01<br>per share | 03/10/2008                              |                                                             | S <sup>(1)</sup>                     |                                                                         | 50                                                                                                                 | D                                                                    | \$ 41.96                                                          |
| Common<br>Stock, par<br>value .01<br>per share | 03/10/2008                              |                                                             | S <sup>(1)</sup>                     |                                                                         | 600                                                                                                                | D                                                                    | \$<br>41.975                                                      |

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|                                       |            |             |       |   |           |        |   |
|---------------------------------------|------------|-------------|-------|---|-----------|--------|---|
| Common Stock, par value .01 per share | 03/10/2008 | <u>S(1)</u> | 2,100 | D | \$ 41.98  | 32,162 | D |
| Common Stock, par value .01 per share | 03/10/2008 | <u>S(1)</u> | 900   | D | \$ 41.99  | 31,262 | D |
| Common Stock, par value .01 per share | 03/10/2008 | <u>S(1)</u> | 100   | D | \$ 41.995 | 31,162 | D |
| Common Stock, par value .01 per share | 03/10/2008 | <u>S(1)</u> | 400   | D | \$ 42     | 30,762 | D |
| Common Stock, par value .01 per share | 03/10/2008 | <u>S(1)</u> | 200   | D | \$ 42.04  | 30,562 | D |
| Common Stock, par value .01 per share | 03/10/2008 | <u>S(1)</u> | 200   | D | \$ 42.06  | 30,362 | D |
| Common Stock, par value .01 per share | 03/10/2008 | <u>S(1)</u> | 300   | D | \$ 42.07  | 30,062 | D |
| Common Stock, par value .01 per share | 03/10/2008 | <u>S(1)</u> | 3,900 | D | \$ 42.25  | 26,162 | D |

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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

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(D)  
(Instr. 3, 4,  
and 5)

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

|                                |           |            |                  |       |                |            |                                                     |       |
|--------------------------------|-----------|------------|------------------|-------|----------------|------------|-----------------------------------------------------|-------|
| Non-Qualified<br>Stock Options | \$ 23.975 | 03/10/2008 | M <sup>(1)</sup> | 8,750 | <sup>(2)</sup> | 01/03/2012 | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 8,750 |
|--------------------------------|-----------|------------|------------------|-------|----------------|------------|-----------------------------------------------------|-------|

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Winn Steve  
NRG ENERGY, INC.  
211 CARNEGIE CENTER  
PRINCETON, NJ 08540

EVP, Strategy & Nuclear Dev

## Signatures

/s/Steven C.  
Winn

03/11/2008

          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) Transaction made pursuant to 10b5-1 plan dated November 9, 2007.

(2) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, 33 1/3% of the Stock Options vested on January 3, 2007 and 33 1/3% vested on January 3, 2008. The remaining 33 1/3% will vest on January 3, 2009.

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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