

NRG ENERGY, INC.  
Form 4  
November 08, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BREWSTER JOHN P**

(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)  
**11/07/2007**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP, Dev Eng, Proc and Constr**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	
			Code	V	Amount or Price			
Common Stock, par value .01 per share	11/07/2007		M <sup>(1)</sup>		54,000 <sup>(2)</sup>	A	\$ 19.9 <sup>(2)</sup> 81,310 <sup>(2)</sup>	D
Common Stock, par value .01 per share	11/07/2007		S <sup>(1)</sup>		300	D	\$ 44.9 81,010	D
Common Stock, par value .01 per share	11/07/2007		S <sup>(1)</sup>		500	D	\$ 44.905 80,510	D

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Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	600	D	\$ 44.91	79,910	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	100	D	\$ 44.915	79,810	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	1,075	D	\$ 44.92	78,735	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	400	D	\$ 44.925	78,335	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	200	D	\$ 44.93	78,135	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	2,300	D	\$ 44.98	75,835	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	7,200	D	\$ 45	68,635	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	400	D	\$ 45.005	68,235	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	2,000	D	\$ 45.01	66,235	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	700	D	\$ 45.02	65,535	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	100	D	\$ 45.03	65,435	D
	11/07/2007	<u>S(1)</u>	200	D		65,235	D

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Common Stock, par value .01 per share					\$ 45.065		
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	1,100	D	\$ 45.08	64,135	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	2,100	D	\$ 45.085	62,035	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	5,800	D	\$ 45.09	56,235	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	2,154	D	\$ 45.1	54,081	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	300	D	\$ 45.105	53,781	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	1,271	D	\$ 45.11	52,510	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	100	D	\$ 45.115	52,410	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	100	D	\$ 45.12	52,310	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	1,100	D	\$ 45.13	51,210	D
Common Stock, par value .01 per share	11/07/2007	<u>S(1)</u>	300	D	\$ 45.135	50,910	D
	11/07/2007	<u>S(1)</u>	2,500	D	\$ 45.14	48,410	D

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Common Stock, par value .01 per share							
Common Stock, par value .01 per share	11/07/2007	S <sup>(1)</sup>	2,800	D	\$ 45.15	45,610	D
Common Stock, par value .01 per share	11/07/2007	S <sup>(1)</sup>	700	D	\$ 45.155	44,910	D
Common Stock, par value .01 per share	11/07/2007	S <sup>(1)</sup>	400	D	\$ 45.16	44,510	D
Common Stock, par value .01 per share	11/07/2007	S <sup>(1)</sup>	100	D	\$ 45.165	44,410	D

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

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(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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Options	\$ 19.9 <sup>(2)</sup>	11/07/2007		M <sup>(1)</sup>	54,000	<sup>(3)</sup> 03/02/2015	Common Stock, par value \$.01 per share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREWSTER JOHN P NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540			EVP, Dev Eng, Proc and Constr	

## Signatures

/s/John P. Brewster	11/08/2007
**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 a 10b5-1 plan dated August 29, 2007.
- (2) On May 2, 2007, NRG Energy, Inc. announced a 2-for-1 stock split in the form of a stock dividend paid on May 31, 2007 to all holders of record of Common Stock on May 22, 2007. The Company's Common Stock began trading on a split-adjusted basis on June 1, 2007.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Brewster, the Stock Options vested and became exercisable as follows: 33 1/3% on March 2, 2005; 33 1/3% on March 2, 2006; and 33 1/3% on March 2, 2007.

### Remarks:

Form 1 of 2

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.