

Freeland Clint  
Form 4  
January 06, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
Freeland Clint

(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)  
01/02/2009

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)  
Sr. VP & CFO

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 (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
Common Stock, par value .01 per share	01/02/2009		A		2,800 (1)	A	(2) 14,893	D

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

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(9-02)

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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 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 Underlying (Instr. 3 and 4)			
						Date Exercisable	Expiration Date	Title		
						Code	V	(A)	(D)	
Non-Qualified Stock Options	\$ 23.64	01/02/2009		A	22,500	01/02/2010 <sup>(3)</sup> 01/02/2015 <sup>(4)</sup>		Common Stock, par value \$0.01 per share		
Performance Units	<u>(5)</u>	01/02/2009		A	10,800	01/02/2012 <sup>(5)</sup> 01/02/2012		Common Stock, par value \$0.01 per share		

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freeland Clint NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540			Sr. VP & CFO	

**Signatures**

/s/ Brian Curci, under Power of Attorney  
Date: 01/06/2009  
\*\*Signature of 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).
- (1) Represents Restricted Stock Units issued to Mr. Freeland by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan.
- (2) Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. Freeland will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on January 2, 2012.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Freeland, the Stock Options will vest and become 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.

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- (4) Stock Options expire six years from the date of grant.

Mr. Freeland was issued 5,400 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on January 2, 2009. Each Performance Unit will be paid out on January 2, 2012 if the closing price of NRG's Common Stock January 2, 2012 (the "Measurement Price") is equal to or greater than \$30.61 (the "Threshold Price"). The payout for each PU will be equal to a pro-rated

- (5) amount in between one-half and one share of common stock if the Measurement Price equals or exceeds the Threshold Price but less than \$33.21 (the "Target Price"). The payout for each PU will be equal to a pro-rated amount in between one and two shares of common stock if the Measurement Price is equal to the Target Price but less than \$38.84 (the "Maximum Price"). The payout for each PU will be equal to two shares of common stock if the Measurement Price is equal to or greater than the Maximum Price.

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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