

NRG ENERGY, INC.

Form 3

March 11, 2015

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

A Callen David

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/03/2015

3. Issuer Name **and** Ticker or Trading Symbol
NRG ENERGY, INC. [NRG]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Accounting Officer6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting PersonNRG ENERGY, INC., 211
CARNEGIE CENTER

(Street)

PRINCETON, NJ 08540

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$.01 per share

21,449 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options	01/04/2013	01/04/2020	Common Stock, par value \$.01 per share	2,800	\$ 23.87	D	Â
Non-Qualified Stock Options	01/03/2014	01/03/2021	Common Stock, par value \$.01 per share	3,800	\$ 19.83	D	Â
Market Stock Units	01/02/2016	01/02/2016	Common Stock, par value \$.01 per share	7,800	\$ (2) (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Callen David NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/ David Callen 03/11/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 10,973 Restricted Stock Units ("RSUs") issued to Mr. Callen by NRG Energy, Inc. under NRG's Long Term Incentive Plan ("LTIP") and 362 dividend equivalent rights ("DERs"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. Upon vesting of the RSUs, Mr. Callen will receive from NRG the following: (i) 2,300 shares issued on January 2, 2016; (ii) 3,279 shares issued on January 2, 2017; and (iii) 5,394 shares issued on January 2, 2018. Each DER will accrue on Mr. Callen's RSUs or MSUs and will become exercisable proportionately with the RSUs or MSUs to which they relate and can only be settled in NRG common stock. Each DER is the economic equivalent to one share of NRG common stock.

(2) Mr. Callen was issued 3,900 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2013. The MSUs will convert to shares of NRG Common Stock on January 2, 2016 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2016 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

(3) Mr. Callen will receive a maximum of 7,800 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 3,900 shares of Common Stock if there is no change in TSR since the grant date (the "Target"); or 1,950 shares of Common Stock if there is a 50% decrease in TSR since the grant date (the "Threshold"). Mr. Callen will not receive any shares of Common Stock if TSR has decreased by more than 50% since the grant date. The number of shares of Common Stock that Mr. Callen may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

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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