NRG ENERGY, INC.
Form 4
April 09, 2008

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
04/08/2008

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 below) _____ Other (specify below)
EVP, Strategy & 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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value .01 per share	04/08/2008		M(1)		8,750	A	$ 23.975	34,912	D	
Common Stock, par value .01 per share	04/08/2008		S(1)		100	D	$ 39.05	34,812	D	
Common Stock, par value .01 per share	04/08/2008		S(1)		50	D	$ 39.09	34,762	D	

Common Stock, par value .01 per share	04/08/2008	S[(1)]	50	D	$ 39.1	34,712	D
Common Stock, par value .01 per share	04/08/2008	S[(1)]	400	D	$ 39.11	34,312	D
Common Stock, par value .01 per share	04/08/2008	S[(1)]	1,200	D	$ 39.13	33,112	D
Common Stock, par value .01 per share	04/08/2008	S[(1)]	100	D	$ 39.17	33,012	D
Common Stock, par value .01 per share	04/08/2008	S[(1)]	100	D	$ 39.18	32,912	D
Common Stock, par value .01 per share	04/08/2008	S[(1)]	300	D	$ 39.19	32,612	D
Common Stock, par value .01 per share	04/08/2008	S[(1)]	200	D	$ 39.1925	32,412	D
Common Stock, par value .01 per share	04/08/2008	S[(1)]	600	D	$ 39.2	31,812	D
Common Stock, par value .01 per share	04/08/2008	S[(1)]	200	D	$ 39.21	31,612	D
Common Stock, par value .01 per share	04/08/2008	S[(1)]	100	D	$ 39.22	31,512	D
Common Stock, par value .01 per share	04/08/2008	S[(1)]	4,400	D	$ 39.25	27,112	D
	04/08/2008	S[(1)]	100	D	$ 39.265	27,012	D

Common Stock, par value .01 per share									
Common Stock, par value .01 per share	04/08/2008		S[(1)]	300	D	$ 39.31	26,712	D	
Common Stock, par value .01 per share	04/08/2008		S[(1)]	200	D	$ 39.32	26,512	D	
Common Stock, par value .01 per share	04/08/2008		S[(1)]	250	D	$ 39.33	26,262	D	
Common Stock, par value .01 per share	04/08/2008		S[(1)]	100	D	$ 39.34	26,162	D	

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

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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 Amount Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-Qualified Stock Options	$ 23.975	04/08/2008		M[(1)]			8,750	[(2)]	01/03/2012	Common Stock, par value $.01 per share	8,75

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	04/09/2008
**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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