

NRG ENERGY, INC.  
Form 4  
February 12, 2008

**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 \*  
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)  
02/08/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Strategy, Env and New Bus

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	Price		
Common Stock, par value .01 per share	02/08/2008		M <sup>(1)</sup>		8,750	\$ 23.975	A 34,912	D
Common Stock, par value .01 per share	02/08/2008		S <sup>(1)</sup>		500	\$ 38	D 34,412	D
Common Stock, par value .01 per share	02/08/2008		S <sup>(1)</sup>		200	\$ 38.01	D 34,212	D

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Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	100	D	\$ 38.015	34,112	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	500	D	\$ 38.02	33,612	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	300	D	\$ 38.03	33,312	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	300	D	\$ 38.05	33,012	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	4,000	D	\$ 38.08	29,012	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	200	D	\$ 38.15	28,812	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	100	D	\$ 38.17	28,712	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	300	D	\$ 38.2	28,412	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	300	D	\$ 38.23	28,112	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	50	D	\$ 38.4	28,062	D
Common Stock, par value .01 per share	02/08/2008	<u>S(1)</u>	300	D	\$ 38.41	27,762	D
	02/08/2008	<u>S(1)</u>	1,000	D	\$ 38.43	26,762	D

Common Stock, par value .01 per share

Common Stock, par value .01 per share

Common Stock, par value .01 per share

Common Stock, par value .01 per share

02/08/2008	S <sup>(1)</sup>	200	D	\$ 38.44	26,562	D
02/08/2008	S <sup>(1)</sup>	100	D	\$ 38.45	26,462	D
02/08/2008	S <sup>(1)</sup>	300	D	\$ 38.46	26,162	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Options	\$ 23.975	02/08/2008		M <sup>(1)</sup>	8,750	<sup>(2)</sup> 01/03/2012	Common Stock, par value \$.01 per share 8,750

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

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

EVP, Strategy, Env and New Bus

## Signatures

/s/Brian Curci, under Power of  
Attorney

02/12/2008

\_\_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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