NRG ENERGY, INC.

Form 4 February 03, 2016

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

Silverstein Evan Jay			2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG]	5. Relationship of Reporting Person(s) t Issuer (Check all applicable)		
(Last)	(First) ((Middle)	3. Date of Earliest Transaction	11		
NRG ENERGY, INC., 211			(Month/Day/Year) 02/01/2016	_X_ Director 10% Owner Officer (give title Other (speci-		
CARNEGIE			02, 02, 2010	below) below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che		
			Filed(Month/Day/Year)	Applicable Line)		
DDINCETO	NI NII 00540			_X_ Form filed by One Reporting Person Form filed by More than One Reporting		

PRINCETON, NJ 08540

(State)

(Zip)

(City)

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne								lly Owned
2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			or	Securities	Form: Direct	Indirect
	any	Code	Code Disposed of (D)			Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
						Transaction(s)		
		Code V	Amount		Price	(Instr. 3 and 4)		
02/01/2016		A	246	A	(1)	35,922 <u>(2)</u>	D	
	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date (Month/Day/Year) Execution Date, if any Code Disposed (Month/Day/Year) (Month/Day/Year) Code V Amount	2. Transaction Date (Month/Day/Year) Execution Date, if any Code Disposed of (Double) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and Code V Amount (D)	2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	2. Transaction Date (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Code Disposed of (D) Execution Date, if TransactionAcquired (A) or Securities Code Disposed of (D) Following Reported Transaction(s) (Instr. 3 and 4)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4) (Instr. 3 and 4) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	11110	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
Silverstein Evan Jay NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540	X						

Signatures

/s/ Brian Curci, by Power of Attorney

02/03/2016 Date

**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).
- Represents dividend equivalent rights accrued on the Reporting Person's restricted stock units or market stock units, which becomes exercisable proportionately with the restricted stock units or market stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.
- (2) Includes 977 dividend equivalent rights.

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.

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