BREWSTER JOHN P

Form 4

March 06, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

Estimated average 0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Ad BREWSTER	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			NRG ENERGY, INC. [NRG]				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
NRG ENERGY, INC., 211 CARNEGIE CENTER			(Month/Day/Year) 03/02/2007	Director 10% Owner _X_ Officer (give title Other (specify below) EVP, Dev Eng, Proc and Constr			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PRINCETON	N, NJ 08540		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I Non Derivative Securities A	aguired Disposed of or Reneficially Owne			

(City)	(State)	Zip) Table	I - Non-De	erivative (Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, par value .01 per share	03/02/2007		F	1,967 (1)	D	\$ 67.42 (1)	13,888	D	
Common Stock, par value .01 per share	03/02/2007		J	233 (2)	D	\$ 67.42 (2)	13,655	D	

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)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date		O1			
						Exercisable			lumber		
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BREWSTER JOHN P NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540

EVP, Dev Eng, Proc and Constr

Signatures

/s/Tanuja M. Dehne, under Power of Attorney

03/06/2007

**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).

On March 2, 2004, Mr. Brewster was issued 7,500 Restricted Stock Units ("RSU's") by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan (the "LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. On

- (1) March 2, 2007, 7,500 of the originally granted 7,500 RSU's vested. Pursuant to the LTIP, Mr. Brewster elected to satisfy his tax withholding obligation upon the exchange of common stock for RSU's by surrendering a number of shares of common stock having a value on the date of the exchange equal to the tax withholding obligation. This form is being filed to reflect the surrender of 1,967 shares of common stock to satisfy the grantee's tax withholding obligation.
- RSU's that vested on March 2, 2007 are considered eligible income, up to IRS limits, for 401(k) purposes. Mr. Brewster elected to have vested RSU's withheld to satisfy his 401(k) pre-tax employee contribution upon the exchange of common stock for RSU's by surrendering a number of shares of common stock having a value on the date of the exchange equal to the 401(k) employee contribution. This form is being filed to reflect the surrender of 233 shares of common stock to satisfy the grantee's 401(k) election.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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