

NRG ENERGY, INC.

Form 4

April 09, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
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	

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

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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

Common
Stock, par
value .01
per share

04/08/2008

S⁽¹⁾

300

D

\$ 39.31

26,712

D

04/08/2008

S⁽¹⁾

200

D

\$ 39.32

26,512

D

04/08/2008

S⁽¹⁾

250

D

\$ 39.33

26,262

D

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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(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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number 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	8,750

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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