

NRG ENERGY, INC.
Form 4
August 05, 2008

FORM 4

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

OMB APPROVAL

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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 *
Ingoltsby James J

(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)
08/01/2008

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)
VP & Chief Accounting Officer

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) | (A) or (D) | 5. Amount or Price | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|--|-----------------------------------|
| Common Stock, par value .01 per share | 08/01/2008 | | M | 8,000 | A | ① 23,915 | D | |
| Common Stock, par value .01 per share | 08/01/2008 | | F | 2,362 | D | ② 21,553 | D | |
| Common Stock, par value .01 per share | 08/01/2008 | | F | 591 | D | ③ 20,962 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Units | (1) | 08/01/2008 | | M | 8,000 | 08/01/2008 08/01/2008 | Common Stock, par value \$0.01 per share | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ingoldsby James J NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540 | | | VP & Chief Accounting Officer | |

Signatures

/s/Brian Curci, under Power of Attorney
08/04/2008

**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) Mr. Ingoldsby was issued 8,000 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on August 1, 2005. Each Performance Unit was subject to pay out if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to August 1, 2008 (the "Measurement Price") was equal to or greater than \$26.875 (the "Target Price"). The payout for each Performance Unit was equal to: (i) one share of Common Stock, if the Measurement Price equaled the Target Price; (ii) a prorated

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amount in between one and two shares of Common Stock, if the Measurement Price was greater than the Target Price but less than \$31.50 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price was equal to or greater than the Maximum Price. On August 1, 2008 the Measurement Price was greater than the Maximum Price.

- (2) Pursuant to NRG Energy, Inc.'s Long Term Incentive Plan, Mr. Ingoldsby elected to satisfy his tax withholding obligation upon the exchange of common stock for Performance Units 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 reflects the surrender of 2,362 shares of common stock to satisfy the grantee's tax withholding obligation.

- (3) On August 1, 2005, Mr. Ingoldsby was issued 2,000 Restricted Stock Units ("RSUs") 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 August 1, 2008, all of the originally granted RSUs vested. Pursuant to the LTIP, Mr. Ingoldsby elected to satisfy his tax withholding obligation upon the exchange of common stock for RSUs 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 reflects the surrender of 591 shares of common stock to satisfy the grantee's tax withholding obligation.

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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