

DALLAS TERRY G
Form 4
December 18, 2012

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 *
DALLAS TERRY G

(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)
12/14/2012

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)

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 (A) or (D) Price | | |
| Common Stock, par value \$.01 per share | 12/14/2012 | | A | | 12,258 (1) | D | |
| Common Stock, par value \$.01 per share | 12/14/2012 | | A | | 6,049 (2) | D | |

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

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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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 71.55 | 12/14/2012 | | A | 1,748 | 12/14/2012 01/13/2016 | Common Stock, par value \$0.01 per share | 1,748 |
| Stock Option (right to buy) | \$ 70.73 | 12/14/2012 | | A | 1,768 | 12/14/2012 05/10/2016 | Common Stock, par value \$0.01 per share | 1,768 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DALLAS TERRY G NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540 | | X | | |

Signatures

/s/ Brian Curci, under Power of Attorney
Date: 12/18/2012

__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) Received in exchange for 100,854 shares of GenOn Energy, Inc. common stock in connection with the merger of Plus Merger Corporation, a wholly owned subsidiary of NRG Energy, Inc., into GenOn Energy, Inc. (the "Merger").

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- (2) Represents Deferred Stock Units issued to Mr. Dallas by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long-Term Incentive Plan.

Each Deferred Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$.01 per share. Mr. Dallas

- (3) will receive from NRG Energy, Inc. one such share of Common Stock for each Deferred Stock Unit he owns upon termination of his service on NRG Energy, Inc.'s Board of Directors.
- (4) Received in the Merger in exchange for a stock option to acquire 14,381 shares of GenOn Energy, Inc. common stock for \$8.70 per share.
- (5) Received in the Merger in exchange for a stock option to acquire 14,540 shares of GenOn Energy, Inc. common stock for \$8.60 per share.

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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