

NRG ENERGY, INC.
Form 4
January 04, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Andrews Kirkland B

(Last) (First) (Middle)
804 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)
11/15/2012

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)
EVP & CFO

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value, \$.01 per share	11/15/2012		P(1)		98 A \$ 19.7014	200,774	D
Common Stock, par value, \$.01 per share	02/15/2013		P(1)		82 A \$ 24.0247	200,856	D
Common Stock, par value, \$.01 per share	05/15/2013		P(1)		94 A \$ 27.8161	200,950	D

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Common Stock, par value, \$.01 per share	08/15/2013	<u>P(1)</u>	102	A	\$ 26.2745	201,052	D
Common Stock, par value, \$.01 per share	11/15/2013	<u>P(1)</u>	189	A	\$ 26.984	201,241	D
Common Stock, par value, \$.01 per share	02/18/2014	<u>P(1)</u>	179	A	\$ 28.8783	201,420	D
Common Stock, par value, \$.01 per share	05/15/2014	<u>P(1)</u>	180	A	\$ 33.5848	201,600	D
Common Stock, par value, \$.01 per share	08/15/2014	<u>P(1)</u>	209	A	\$ 29.1364	201,809	D
Common Stock, par value, \$.01 per share	11/18/2014	<u>P(1)</u>	289	A	\$ 31.91	202,098	D
Common Stock, par value, \$.01 per share	02/18/2015	<u>P(1)</u>	611	A	\$ 25.6091	202,709	D
Common Stock, par value, \$.01 per share	05/18/2015	<u>P(1)</u>	608	A	\$ 25.8765	203,317	D
Common Stock, par value, \$.01 per share	08/18/2015	<u>P(1)</u>	753	A	\$ 20.9876	204,070	D
Common Stock, par value, \$.01 per share	11/17/2015	<u>P(1)</u>	1,273	A	\$ 12.5054	205,343	D
Common Stock, par value, \$.01 per share	02/17/2016	<u>P(1)</u>	1,588	A	\$ 10.1407	206,931	D
	05/17/2016	<u>P(1)</u>	213	A	\$ 15.831	207,144	D

Common
Stock, par
value, \$.01
per share

Common
Stock, par
value, \$.01
per share

Common
Stock, par
value, \$.01
per share

08/16/2016

P⁽¹⁾

266

A

\$
12.6894

207,410

D

01/02/2017

F

5,813

D

(2)

200,403 ⁽³⁾
(4)

D

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Stock Options	<u>(5)</u>	01/02/2017		M	26,263	01/02/2017	01/02/2017	Common Stock, par value \$.01 per share	52,526

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andrews Kirkland B 804 CARNEGIE CENTER PRINCETON, NJ 08540			EVP & CFO	

Signatures

/s/ Brian Curci, by Power of
Attorney

01/04/2017

__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) The purchase was pursuant to dividend reinvestment feature in a brokerage account that has been suspended.

On January 2, 2014 Mr. Andrews was issued 14, 415 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG's Long Term Incentive Plan ("LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. On January 2, 2017, 14, 415 shares vested. Mr. Andrews elected to satisfy his tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form is being filed to reflect the surrender of 5,813 shares of common stock to satisfy the grantee's tax withholding obligation.

- Reflects a reduction of 1,818 dividend equivalent rights ("DERs") that were forfeited upon the vesting of the Market Stock Units described in Table II. In addition, 997 DERs converted in NRG common stock in connection with the vesting of the RSUs described above. Following these transactions, the reporting person holds 4,949 DERs in the aggregate. Dividend equivalent rights accrue on the reporting person's restricted stock units or market stock units, which become 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. Reflects a de minimus adjustment to the number of shares of NRG common stock by 7 shares as a result of rounding fractional shares acquired dividend reinvestment feature in a brokerage account that has been suspended.
- (3) reporting person's restricted stock units or market stock units, which become 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. Reflects a de minimus adjustment to the number of shares of NRG common stock by 7 shares as a result of rounding fractional shares acquired dividend reinvestment feature in a brokerage account that has been suspended.
- (4) Includes 617 shares acquired under NRG Energy, Inc.'s Employee Stock Purchase Plan since the Reporting Person's last filing.

- Mr. Andrews was issued 26,263 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2014 that vested on January 2, 2017. On the vesting date, he was entitled to receive a maximum of 52, 526 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 26,263 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"), or 19,697 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The number of shares of Common Stock that Mr. Andrews may receive is interpolated for total shareholder return falling between Threshold, Target, and Maximum levels. On January 2, 2017, Mr. Andrews did not receive any shares.
- (5) total shareholder return since the grant date (the "Target"), or 19,697 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The number of shares of Common Stock that Mr. Andrews may receive is interpolated for total shareholder return falling between Threshold, Target, and Maximum levels. On January 2, 2017, Mr. Andrews did not receive any shares.

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.