

NRG ENERGY, INC.  
Form 4  
August 03, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**SCHAEFER GEORGE P**

(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)  
**08/01/2005**

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)  
**Vice President and Treasurer**

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	(D)	Price
Common Stock, par value \$0.01 per share <sup>(1)</sup>	08/01/2005		A		500 <sup>(1)</sup>	A	<sup>(2)</sup> 7,790
						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)

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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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option	\$ 38.8	08/01/2005		A	3,000	08/01/2006 <sup>(3)</sup> 08/01/2012 <sup>(4)</sup>	Common Stock, par value \$0.01 per share
Performance Units	<sup>(5)</sup>	08/01/2005		A	2,000	08/01/2008 <sup>(5)</sup> 08/01/2008	Common Stock, par value \$0.01 per share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHAEFER GEORGE P NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540			Vice President and Treasurer	

## Signatures

/s/ Tanuja M. Dehne, under Power of Attorney  
08/03/2005

\*\*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) Represents Restricted Stock Units issued to Mr. Schaefer by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan.

(2) Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. Schaefer will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on August 1, 2008.

(3)

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Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Schaefer, the Stock Option will vest and become exercisable as follows: 33 1/3% on August 1, 2006, 33 1/3% on August 1, 2007 and 33 1/3% on August 1, 2008.

- (4) Vested options will be exercisable for six years.

Mr. Schaefer was issued 1,000 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on August 1, 2005. Each Performance Unit will be paid out on August 1, 2008 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") is equal to or greater than \$54.50 (the "Target Price").

- (5) The payout for each Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated amount in between one and two shares of Common Stock, if the Measurement Price is greater than the Target Price but less than \$63.75 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

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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