

Liebelson Michael S
 Form 4
 April 22, 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 *
 Liebelson Michael S

(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)
 04/21/2008

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)
 EVP-Chf Dev Ofc Lo-Carbon Tech

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	04/21/2008		A		3,800 <u>(1)</u>	A	\$ 0 <u>(2)</u>	3,800	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 Underlying (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	
						Code	V	(A)	(D)
Non-Qualified Stock Options	\$ 44.87	04/21/2008		A	38,000	04/21/2009 ⁽³⁾ 04/21/2014 ⁽⁴⁾		Common Stock, par value \$0.01 per share	
Performance Units	<u>(5)</u>	04/21/2008		A	14,800	04/21/2011 ⁽⁵⁾ 04/21/2011		Common Stock, par value \$0.01 per share	

Reporting Owners

Reporting Owner Name / Address

Relationships

Liebelson Michael S
NRG ENERGY, INC.
211 CARNEGIE CENTER
PRINCETON, NJ 08540

Director 10% Owner Officer Other

EVP-Chf Dev Ofc Lo-Carbon Tech

Signatures

/s/Brian Curci, under Power of Attorney

04/22/2008

__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) Represents Restricted Stock Units issued to Mr. Liebelson 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. Liebelson will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on April 21, 2011.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Liebeson, Stock Options will vest and become exercisable as follows: 33 1/3% on April 21, 2009, 33 1/3% on April 21, 2010 and 33 1/3% on April 21, 2011.

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- (4) Stock Options expire six years from the date of grant.

Mr. Liebelson was issued 7,400 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on April 21, 2008. Each Performance Unit will be paid out on April 21, 2011 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to April 21, 2011 (the "Measurement Price") is equal to or greater than \$63.04 (the "Target Price"). The

- (5) 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 \$73.72 (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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