

Callen David  
Form 4  
January 07, 2019

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Callen David

(Last) (First) (Middle)

NRG ENERGY, INC., 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)  
01/03/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP, Chief Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3)            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|---|--|--|--|---|
| Common<br>Stock, par<br>value \$.01<br>per share | 01/03/2019                              |   | F                                       | 1,376 D <u>(1)</u>   | 36,669 <u>(2)</u>  | D  |   |
| Common<br>Stock, par<br>value \$.01<br>per share | 01/04/2019                              |   | F                                       | 4,232 D <u>(3)</u>   | 32,437 <u>(4)</u>  | D  |   |
| Common<br>Stock, par<br>value \$.01<br>per share | 01/04/2019                              |   | M                                       | 39,828 A <u>(5)</u>  | 72,265   | D  |   |

|  |            |   |        |   |            |                   |   |
|--|------------|---|--------|---|------------|-------------------|---|
| Common<br>Stock, par<br>value \$.01<br>per share | 01/04/2019 | M | 1,231  | A | <u>(6)</u> | 73,496            | D |
| Common<br>Stock, par<br>value \$.01<br>per share | 01/04/2019 | F | 19,201 | D | <u>(7)</u> | 54,295 <u>(8)</u> | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |   |                                     |
|---|---|---|---|---|--|--|-----|---|--------------------|---|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Market<br>Stock<br>Units                            | <u>(5)</u>  | 01/04/2019                              |   | M                                       |  | 39,828   |     | 01/04/2019  | 01/04/2019         | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 19,914                              |
| Dividend<br>Equivalent<br>Rights                    | <u>(6)</u>  | 01/04/2019                              |   | M                                       |  | 1,231  |     | <u>(6)</u>  | 01/04/2019         | Common<br>Stock, par<br>value<br>\$.01 per<br>share | 1,231                               |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Callen David<br>NRG ENERGY, INC.<br>804 CARNEGIE CENTER | SVP, Chief Accounting Officer    |

PRINCETON, NJ 08540

## Signatures

/s/ Christine Zoino, by Power of  
Attorney

01/07/2019

\_\_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).

On January 3, 2017, Mr. Callen was issued 12,564 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value  
(1) \$.01. On January 3, 2019, 4,188 shares vested. Mr. Callen 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 reflects the surrender of 1,376 shares of common stock to satisfy the grantee's tax withholding obligation.

In connection with the vesting of the RSUs described above, 41 DERs vested. Dividend equivalent rights accrue on the reporting person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stock units to which they relate and may only be settled in NRG common stock.  
(2) Each dividend equivalent right is the economic equivalent of one share of NRG common stock.

On January 4, 2018, Mr. Callen was issued 37,566 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value  
(3) \$.01. On January 4, 2019, 12,522 shares vested. Mr. Callen 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 reflects the surrender of 4,232 shares of common stock to satisfy the grantee's tax withholding obligation.

In connection with the vesting of the RSUs described above, 387 DERs vested. Dividend equivalent rights accrue on the reporting person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stock units to which they relate and may only be settled in NRG common stock.  
(4) Each dividend equivalent right is the economic equivalent of one share of NRG common stock.

The Reporting Person was issued 19,914 Market Stock Units by NRG under the LTIP on January 4, 2016 that vested on January 4, 2019. On the vesting date the Reporting Person was entitled to receive a maximum of 39,828 shares of Common Stock if the company achieved 100% increase in total shareholder return since the grant date (the "Maximum"), 19,914 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target") or 14,935 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The Reporting Person would not have received any shares of Common Stock if total shareholder return had decreased by more than 25% since the grant date. The number of shares that the Reporting Person could have received in interpolated for total shareholder return fall between Threshold, Target and Maximum levels. On January 4, 2019 he vested in 39,828 shares.  
(5)

In connection with the vesting of the MSUs described above, an incremental 1,231 DERs vested. Dividend equivalent rights accrue on the Reporting Person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance 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.  
(6)

The Reporting Person elected to satisfy his tax withholding obligation upon the exchange of common stock for MSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 19,201 shares of common stock to satisfy the grantee's tax withholding obligation.  
(7)

(8) Includes 903 DERs.

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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