

NRG ENERGY, INC.

Form 4

August 03, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
REDD ERSHEL C JR

(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) below)

President, Western Region

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock, par value \$0.01 per share ⁽¹⁾	08/01/2005		A		700 ⁽¹⁾	A ⁽²⁾	12,875	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 (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)
				Code	V	(A)	(D)	
Non-Qualified Stock Option	\$ 38.8	08/01/2005		A		4,000	08/01/2006 ⁽³⁾	08/01/2012 ⁽⁴⁾ Common Stock, par value \$0.01 per share
Performance Units	⁽⁵⁾	08/01/2005		A		2,600	08/01/2008 ⁽⁵⁾	08/01/2008 Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REDD ERSHEL C JR NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540	President, Western Region

Signatures

/s/ Marie Eitrheim, 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. Redd 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. Redd 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. Redd, 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. Redd was issued 1,300 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"). The payout

- (5) 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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