

NRG ENERGY, INC.
Form 3
December 15, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â DEHNE TANUJA | | (Month/Day/Year) | NRG ENERGY, INC. [NRG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/04/2014 | | |
| NRG ENERGY, INC.,Â 211 | | | (Check all applicable) | |
| CARNEGIE CENTER | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| PRINCETON,Â NJÂ 08540 | | | SVP and Chief Admin Officer | |
| (City) | (State) | (Zip) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$.01 per share | 37,837 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|---|----------------------------|--------------------------|----------------------------|---|
| Non-Qualified Stock Options | 01/02/2012 | 01/02/2015 | Common Stock, par value \$.01 per share | 9,000 | \$ 23.64 | D | Â |
| Non-Qualified Stock Options | 01/04/2013 | 01/04/2020 | Common Stock, par value \$.01 per share | 7,500 | \$ 23.87 | D | Â |
| Non-Qualified Stock Options | 01/03/2014 | 01/03/2021 | Common Stock, par value \$.01 per share | 11,800 | \$ 19.83 | D | Â |
| Market Stock Units | 01/03/2015 | 01/03/2015 | Common Stock, par value \$.01 per share | 23,000 | \$ <u>(2)</u> <u>(3)</u> | D | Â |
| Market Stock Units | 01/02/2016 | 01/02/2016 | Common Stock, par value \$.01 per share | 23,000 | \$ <u>(4)</u> <u>(5)</u> | D | Â |
| Market Stock Units | 01/02/2017 | 01/02/2017 | Common Stock, par value \$.01 per share | 22,350 | \$ <u>(6)</u> <u>(7)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEHNE TANUJA NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540 | Â | Â | Â SVP and Chief Admin Officer | Â |

Signatures

/s/ Tanuja M. Dehne 12/15/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 19,834 Restricted Stock Units ("RSUs") issued to Ms. Dehne by NRG Energy, Inc. under NRG's Long Term Incentive Plan ("LTIP") and 948 dividend equivalent rights ("DERs"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. Upon vesting of the RSUs, Ms. Dehne will receive from NRG the following: (i) 6,900 shares issued on January 3, 2015; (ii) 6,800 shares issued on January 2, 2016; (iii) 6,134 shares issued on January 2, 2017. Each DER will accrue on Ms. Dehne's RSUs or MSUs and will become exercisable proportionately with the RSUs or MSUs to which they relate and can only be settled in NRG common stock. Each DER is the economic equivalent to one share of NRG common stock.

(2) Ms. Dehne was issued 11,500 Market Stock Units ("MSUs") by NRG under the LTIP on January 3, 2012. The MSUs will convert to shares of NRG Common Stock on January 3, 2015 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 3, 2015 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

(3) Ms. Dehne will receive a maximum of 23,000 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 11,500 shares of Common Stock if there is no change in TSR since the grant date (the "Target"); or 5,750 shares of Common Stock if there is a 50% decrease in TSR since the grant date (the "Threshold"). Ms. Dehne will not receive any shares of Common Stock if TSR has decreased by more than 50% since the grant date. The number of shares of Common Stock that Ms. Dehne may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

(4) Ms. Dehne was issued 11,500 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2013. The MSUs will convert to shares of NRG Common Stock on January 2, 2016 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2016 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

(5) Ms. Dehne will receive a maximum of 23,000 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 11,500 shares of Common Stock if there is no change in TSR since the grant date (the "Target"); or 5,750 shares of Common Stock if there is a 50% decrease in TSR since the grant date (the "Threshold"). Ms. Dehne will not receive any shares of Common Stock if TSR has decreased by more than 50% since the grant date. The number of shares of Common Stock that Ms. Dehne may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

(6) Ms. Dehne was issued 11,175 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2014. The MSUs will convert to shares of NRG Common Stock on January 2, 2017 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2017 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

(7) Ms. Dehne will receive a maximum of 22,350 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 11,175 shares of Common Stock if there is no change in TSR since the grant date (the "Target"); or 8,381.25 shares of Common Stock if there is a 25% decrease in TSR since the grant date (the "Threshold"). Ms. Dehne will not receive any shares of Common Stock if TSR has decreased by more than 25% since the grant date. The number of shares of Common Stock that Ms. Dehne may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

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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