

NRG ENERGY, INC.
Form 4
January 06, 2015

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 *
CRANE DAVID W

(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)
01/02/2015

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)
President & CEO

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: Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$.01 per share | 01/02/2015 | | M | | 23,099 (1) \$ 23.64 | A | 951,059 D |
| Common Stock, par value \$.01 per share | 01/02/2015 | | A | | 66,300 (2) \$ 0 (3) | A | 1,017,359 D |
| Common Stock, par value \$.01 per share | 01/03/2015 | | M | | 228,213 (4) | A | 1,245,572 D |

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| | | | | | | | |
|---|------------|---|---------|---|-----|-----------|---|
| Common Stock, par value \$.01 per share | 01/03/2015 | F | 118,329 | D | (5) | 1,127,243 | D |
| Common Stock, par value \$.01 per share | 01/03/2015 | F | 46,059 | D | (6) | 1,081,184 | 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.

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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 of Underlying Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|--|
| | | | | | V | (A) | (D) | Date Exercisable | |
| Non-Qualified Stock Options | \$ 23.64 | 01/02/2015 | | M ⁽¹⁾ | | 257,300 | 01/02/2012 | 01/02/2015 | Common Stock, value \$.01 per share |
| Market Stock Units | (7) | 01/02/2015 | | A | | 122,130 | 01/02/2018 | 01/02/2018 | Common Stock, value \$.01 per share |
| Market Stock Units | (4) | 01/03/2015 | | M | | 148,200 | 01/02/2015 | 01/02/2015 | Common Stock, value \$.01 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | President & CEO | |

CRANE DAVID W
 NRG ENERGY, INC.
 211 CARNEGIE CENTER
 PRINCETON, NJ 08540

Signatures

/s/ Brian Curci, under Power of
 Attorney

01/06/2015

**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) The acquisition of 23,099 shares of common stock reflects the net exercise of the Non-Qualified Stock Options with the remaining shares withheld by the Issuer to cover the exercise price and taxes associated with the automatic exercise.
 - (2) Represents Restricted Stock Units issued to the Reporting Person under NRG Energy, Inc.'s Long-Term Incentive Plan ("LTIP").
 - (3) Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01 per share. The Reporting Person will receive from NRG one such share of Common Stock for each RSU on January 2, 2018.

 The Reporting Person was issued 148,200 Market Stock Units by NRG under the LTIP on January 2, 2012 that vested on January 2, 2015. On the vesting date the Reporting Person was entitled to receive a maximum of 296,400 shares of Common Stock if the company achieved 100% increase in total shareholder return since the grant date (the "Maximum"), 148,200 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"), or 74,100 shares of Common Stock if there is a 50% 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 50% since the grant date. The number of shares of Common Stock that the Reporting Person could have received is interpolated for total shareholder return falling between Threshold, Target and Maximum levels. On Jan 3, 2015 he vested in 228,213 shares.
 - (5) 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 is being filed to reflect the surrender of 118,329 shares of common stock to satisfy the grantee's tax withholding obligation.

 On January 3, 2012, the Reporting Person was issued 88,900 Restricted Stock Units ("RSUs") by NRG under NRG's Long-Term Incentive Plan ("LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01 per share. On January 3, 2015 shares vested. The Reporting Person elected to satisfy his tax withholding 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 is being filed to reflect the surrender of 46,059 shares of common stock to satisfy the grantee's tax withholding obligation.
 - (7) The Reporting Person was issued 122,130 MSUs by NRG under the LTIP on January 2, 2015. The MSUs will convert to shares of NRG Common Stock on January 2, 2018 only in the event the Company has achieved a certain level of total shareholder return. Total shareholder return will consist of the average of the closing price of NRG's Common Stock on January 2, 2018 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

 The Reporting Person will receive a maximum of 244,260 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 122,130 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"); or 91,597 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The Reporting Person will not receive any shares of Common Stock if total shareholder return has decreased by more than 25% since the grant date. The number of shares of Common Stock that the Reporting Person may receive is interpolated for total shareholder return falling between Threshold, Target and Maximum levels.
 - (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.