

Burke Carolyn Jeanne
 Form 3
 August 29, 2006

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 Burke Carolyn Jeanne | | (Month/Day/Year) | NRG ENERGY, INC. [NRG] | |
| (Last) | (First) | (Middle) | 08/21/2006 | |
| 211 CARNEGIE CENTER | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PRINCETON,Â NJÂ 08540 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP, Controller | |

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 \$0.01 per share | 3,100 <u>(1)</u> <u>(2)</u> | 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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|---------------------------|---------------------------|--|-------------------|-------------------|---|
| Non-qualified Stock Options | 08/01/2006 ⁽³⁾ | 08/01/2011 ⁽⁴⁾ | Common stock, par value \$0.01 per share 3,000 | \$ 38.8 | D | Â |
| Non-qualified Stock Options | 01/03/2007 ⁽⁵⁾ | 01/03/2012 ⁽⁴⁾ | Common stock, par value \$0.01 per share 4,900 | \$ 47.95 | D | Â |
| Performance Units | 08/01/2008 ⁽⁶⁾ | 08/01/2008 ⁽⁶⁾ | Common stock, par value \$0.01 2,000 ⁽⁶⁾ | \$ ⁽⁶⁾ | D | Â |
| Performance Units | 01/03/2009 ⁽⁷⁾ | 01/03/2009 ⁽⁷⁾ | Common stock, par value \$0.01 2,200 ⁽⁷⁾ | \$ ⁽⁷⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burke Carolyn Jeanne 211 CARNEGIE CENTER PRINCETON, NJ 08540 | Â | Â | Â VP, Controller | Â |

Signatures

Carolyn J. Burke 08/29/2006

**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).

Represents the following securities issued to Ms. Burke by NRG Energy, Inc. under NRG's Long Term Incentive Plan: (i) 2,000

(1) Restricted Stock Units ("RSUs") issued on May 3, 2004; (ii) 500 RSUs issued on August 1, 2005; (iii) 600 RSUs issued on January 3, 2006.

(2) Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. Ms. Burke will receive from NRG one such share of Common Stock for each RSU as follows: (i) 2000 shares on May 3, 2007; (ii) 500 shares on August 1, 2008; (iii) 600 shares on January 3, 2009.

(3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Ms. Burke, the Stock Options 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) Stock options expire six years from the date of the grant.

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- (5) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Ms. Burke, the Stock Options will vest and become exercisable as follows: 33 1/3% on January 3, 2007, 33 1/3% on January 3, 2008 and 33 1/3% on January 3, 2009.

Ms. Burke was issued 1,000 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

- (6) 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.

Mr. Burke was issued 1,100 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on January 3, 2006. Each Performance Unit will be paid out on January 3, 2009 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 3, 2009 (the "Measurement Price") is equal to or greater than \$67.37 (the "Target Price"). The payout

- (7) 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 \$79.49 (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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