Andrews Kirkland B
Form 4
September 10, 2012

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Andrews Kirkland B

(Last) (First) (Middle)

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)
09/06/2012

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 below) _____ Other (specify below)
EVP & CFO

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 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 .01 per share	09/06/2012		M		19,240	A	(1)	101,240	D	
Common Stock, par value .01 per share	09/06/2012		F		8,360	D	(2)	92,880	D	
Common Stock, par value .01 per share	09/06/2012		F		8,312	D	(3)	84,568	D	

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

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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 and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Stock Units	(1)	09/06/2012		M			20,000	09/06/2012	09/06/2014	Common Stock, par value .01 per share	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andrews Kirkland B 211 CARNEGIE CENTER PRINCETON, NJ 08540			EVP & CFO	

Signatures

/s/ Brian Curci, under Power of Attorney	09/10/2012
**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) Mr. Andrews was issued 60,000 Market Stock Units by NRG under the LTIP on Sept 6, 2011 that vest in 1/3 increments on anniversary of grant date beginning on Sept 6, 2012. On each anniversary of the grant date, he will receive a maximum of 40,000 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 20,000 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"); or 10,000 shares of Common Stock if there is a 50% decrease in total shareholder return since the grant date (the "Threshold"). Mr. Andrews will not receive any shares of Common Stock if total shareholder return has decreased by more than 50% since the grant date. The number of shares of Common Stock that Mr. Andrews may receive is interpolated for total shareholder return falling between Threshold, Target, and Maximum levels. On Sept 6, 2012 he vested in 19,240 shares.

(2) Mr. Kirkland elected to satisfy his tax withholding oblligation 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 8,360 shares of common stock to satisfy the grantee's tax withholding obligation. 760 shares were cancelled due to performance.

(3) On September 6, 2011, Mr. Kirkland was issued 60,000 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Long-Term Incentive Plan ("LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value $0.01. On September 6, 2012, 20,000 shares vested. Mr. Kirkland elected to satisfy his tax withholding oblligation 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 8,312 shares of common stock to satisfy the grantee's tax withholding obligation.

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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