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NRG ENERO Form 4	GY, INC.									
January 04, 2	2017									
FORM	4		~~~~~		~~~		~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~		PPROVAL	
UNITED STATES SECURI				TIES AND EXCHANGE COMMISSION nington, D.C. 20549			OMB Number:	3235-0287		
Check thi if no long	er							Expires:	January 31,	
subject to Section 1 Form 4 or	6. SIAIEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							2005 average Jrs per . 0.5	
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17(a)	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 R	Responses)									
Callen David S			2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		ate of Earliest Tr	_	-		(Cheo	ck all applicabl	e)	
(Month NRG ENERGY, INC., 804 CARNEGIE CENTER (Street) 4. If Ar			Month/Day/Year) 1/02/2017				Director 10% Owner X Officer (give title Other (specify below) below) below) SVP, Chief Accounting Offficer			
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
PRINCETO	N, NJ 08540	T nec		,			_X_ Form filed by M Form filed by M Person			
(City)	(State) (Z	Zip)	Table I - Non-D	erivative	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code	TransactionAcquired (A) or Code Disposed of (D)		SecuritiesIBeneficially0OwnedIFollowing0ReportedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock, par value, \$.01 per share	01/02/2017		F	1,458	D	$\frac{(1)}{(2)}$	29,614 <u>(3)</u>	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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, e	6. Date Exercisable and Expiration Date (Month/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Callen David NRG ENERGY, INC. 804 CARNEGIE CENTER PRINCETON, NJ 08540			SVP, Chief Accounting Offficer			
Signatures						
/s/ Brian Curci, by Power of Attorney		01/04/201	7			

**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).

On January 2, 2014, Mr. Callen was issued 4,919 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG's Long Term Incentive Plan ("LTIP") that vest ratably over a three year period. Each RSU is equivalent in value to one share of NRG's Common Stock,

(1) Incentive Fian (EFIT) that vest fatably over a three year period. Each RSO is equivalent in value to one share of fRRO's Common Stock, par value \$.01. On January 2, 2017, 1,640 shares vested. On January 2, 2015, 5,394 RSUs were issued to Mr. Callen under the LTIP that vest ratably over a three year period. On January 2, 2017, 1,798 shares vested.

Mr. Callen elected to satisfy his tax obligations upon the exchange of common stock for RSUs having a value on the date of the exchange(2) equal to the withholding obligations. This form is being filed to reflect the surrender of 1,458 shares of common stock to satisfy the grantee's tax withholding obligations.

Reflects that 203 DERs converted in NRG common stock in connection with the vesting of the RSUs described above. Following these transactions, the reporting person holds 1,041 DERs in the aggregate. Dividend equivalent rights accrue on the reporting person's restricted stock units or market stock units, which become exercisable proportionately with the restricted stock units or market stock units or market stock units.

(3) To shreted stock units of market stock units, which become exclusive proportionately with the restricted stock units of market stock units of the stock units of the

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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