

Winn Steve  
Form 4  
September 12, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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).

**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 \*  
Winn Steve

(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)  
09/10/2007

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)  
EVP, Strategy, Env and New Bus

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 (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock, par value .01 per share	09/10/2007		M <sup>(1)</sup>		10,000 <sub>(2)</sub> A \$ 19.4 <sub>(2)</sub>	36,638 <sub>(2)</sub>	D
Common Stock, par value .01 per share	09/10/2007		M <sup>(1)</sup>		5,000 <sub>(2)</sub> A \$ 15.74 <sub>(2)</sub>	41,638 <sub>(2)</sub>	D
Common Stock, par value .01 per share	09/10/2007		S		100 D \$ 38.85	41,538	D

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Common Stock, par value .01 per share	09/10/2007	S	1,200	D	\$ 38.885	40,338	D
Common Stock, par value .01 per share	09/10/2007	S	300	D	\$ 38.915	40,038	D
Common Stock, par value .01 per share	09/10/2007	S	500	D	\$ 38.92	39,538	D
Common Stock, par value .01 per share	09/10/2007	S	900	D	\$ 38.93	38,638	D
Common Stock, par value .01 per share	09/10/2007	S	200	D	\$ 38.94	38,438	D
Common Stock, par value .01 per share	09/10/2007	S	100	D	\$ 38.95	38,338	D
Common Stock, par value .01 per share	09/10/2007	S	400	D	\$ 38.96	37,938	D
Common Stock, par value .01 per share	09/10/2007	S	1,500	D	\$ 38.97	36,438	D
Common Stock, par value .01 per share	09/10/2007	S	800	D	\$ 39.01	35,638	D
Common Stock, par value .01 per share	09/10/2007	S	400	D	\$ 38.98	35,238	D
Common Stock, par value .01 per share	09/10/2007	S	100	D	\$ 38.99	35,138	D
	09/10/2007	S	700	D	\$ 39	34,438	D

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Common Stock, par value .01 per share							
Common Stock, par value .01 per share	09/10/2007	S	500	D	\$ 39.02	33,938	D
Common Stock, par value .01 per share	09/10/2007	S	500	D	\$ 39.03	33,438	D
Common Stock, par value .01 per share	09/10/2007	S	400	D	\$ 39.04	33,038	D
Common Stock, par value .01 per share	09/10/2007	S	400	D	\$ 39.05	32,638	D
Common Stock, par value .01 per share	09/10/2007	S	200	D	\$ 39.055	32,438	D
Common Stock, par value .01 per share	09/10/2007	S	400	D	\$ 39.06	32,038	D
Common Stock, par value .01 per share	09/10/2007	S	100	D	\$ 39.13	31,938	D
Common Stock, par value .01 per share	09/10/2007	S	100	D	\$ 39.14	31,838	D
Common Stock, par value .01 per share	09/10/2007	S	5,100	D	\$ 39.22	26,738	D
Common Stock, par value .01 per share	09/10/2007	S	100	D	\$ 39.23	26,638	D

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

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(9-02)

**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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option	\$ 19.4 <sup>(2)</sup>	09/10/2007		M <sup>(1)</sup>	V (A) (D) 10,000	<sup>(3)</sup> 08/01/2011	Common Stock, par value \$0.01 per share	10,000 <sup>(2)</sup>
Non-Qualified Stock Option	\$ 15.74 <sup>(2)</sup>	09/10/2007		M <sup>(1)</sup>	V (A) (D) 5,000	<sup>(4)</sup> 11/19/2014	Common Stock, par value \$0.01 per share	5,000 <sup>(2)</sup>

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Winn Steve NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540				EVP, Strategy, Env and New Bus

**Signatures**

/s/ Tanuja M. Dehne, under Power of Attorney	09/11/2007
<u>                    </u> **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) Transaction made pursuant to a 10b5-1 plan dated August 9, 2007.
- (2) On May 2, 2007, NRG Energy, Inc. announced a 2-for-1 stock split in the form of a stock dividend paid on May 31, 2007 to all holders of record of Common Stock on May 22, 2007. The Company's Common Stock began trading on a split-adjusted basis on June 1, 2007.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, the Stock Options vested and became exercisable as follows: 33 1/3% on August 1, 2006 and 33 1/3% on August 1, 2007. The remaining 33 1/3% will vest on August 1, 2008.
- (4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, the Stock Options vested and became exercisable as follows: 33 1/3% on November 19, 2005 and 33 1/3% on November 19, 2006. The remaining 33 1/3% will vest on November 19, 2007.

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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