

NRG ENERGY, INC.
Form 4
August 10, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Hill Thad

(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)
08/08/2006

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, Bus. Dev. & Strategic Pln

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 | (A) or (D) | Price |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | | S | | 200 | D | \$ 46.45 |
| | | | | | 72,876 | D | |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | | S | | 300 | D | \$ 46.46 |
| | | | | | 72,576 | D | |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | | S | | 200 | D | \$ 46.52 |
| | | | | | 72,376 | D | |

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| | | | | | | | |
|---------------------------------------|---------------------------|---|-----|---|----------|--------|---|
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 300 | D | \$ 46.58 | 72,076 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 200 | D | \$ 46.64 | 71,876 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 400 | D | \$ 46.66 | 71,476 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 400 | D | \$ 46.68 | 71,076 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 500 | D | \$ 46.77 | 70,576 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 200 | D | \$ 46.85 | 70,376 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 400 | D | \$ 46.92 | 69,976 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 200 | D | \$ 46.93 | 69,776 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 200 | D | \$ 46.97 | 69,576 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 500 | D | \$ 47 | 69,076 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 600 | D | \$ 47.01 | 68,476 | D |
| | 08/08/2006 ⁽¹⁾ | S | 200 | D | | 68,276 | D |

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| | | | | | | | |
|--|---------------------------|---|-------|---|-------------|--------|---|
| Common Stock, par value .01 per share | | | | | \$ 47.03 | | |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 200 | D | \$ 47.04 | 68,076 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 700 | D | \$ 47.05 | 67,376 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 300 | D | \$ 47.06 | 67,076 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 1,000 | D | \$ 47.07 | 66,076 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 600 | D | \$ 47.08 | 65,476 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 300 | D | \$ 47.11 | 65,176 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 1,000 | D | \$ 47.12 | 64,176 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 400 | D | \$ 47.13 | 63,776 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 200 | D | \$ 47.15 | 63,576 | D |
| Common Stock, par value .01 per share | 08/08/2006 ⁽¹⁾ | S | 500 | D | \$ 47.16 | 63,076 | 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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SEC 1474
(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hill Thad NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540 | | | EVP, Bus. Dev. & Strategic Pln | |

Signatures

/s/Tanuja M. Dehne, under Power of Attorney
Date: 08/09/2006

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).

All of the sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August (1) 3, 2006. Mr. Hill's 10b5-1 trading plan is limited to the total sale of NRG Energy, Inc. Common Stock he received in connection with the acquisition of Texas Genco LLC by NRG Energy, Inc. on February 2, 2006.

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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