

NRG ENERGY, INC.

Form 4

January 04, 2017

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hill David Russell

(Last) (First) (Middle)

NRG ENERGY, INC., 804
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)
01/02/2017

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 ____ Other (specify
below) below)

Exec Vice Pres, Gen Counsel

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	01/02/2017		F		4,598	D	<u>(1)</u> 69,461 <u>(2)</u>

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

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information contained in this form are not
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SEC 1474
(9-02)

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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	(3)	01/02/2017		M	20,071	01/02/2017 01/02/2017	Common Stock, par value, \$.01 per share 40,142

Reporting Owners

Reporting Owner Name / Address	Relationships
Hill David Russell NRG ENERGY, INC. 804 CARNEGIE CENTER PRINCETON, NJ 08540	Director 10% Owner Officer Other Exec Vice Pres, Gen Counsel

Signatures

/s/ Brian Curci, by Power of Attorney

01/04/2017

__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) On January 2, 2014 Mr. Hill was issued 11,017 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG's Long Term Incentive Plan ("LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. On January 2, 2017, 11,017 shares vested. Mr. Hill elected to satisfy his tax obligation 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 4,598 shares of common stock to satisfy the grantee's tax withholding obligation.

(2) Reflects a reduction of 1,389 dividend equivalent rights ("DERs") that were forfeited upon the vesting of the Market Stock Units described in Table II. In addition, 762 DERs converted in NRG common stock in connection with the vesting of the RSUs described above. Following these transactions, the reporting person holds 3,832 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 to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.

(3) Mr. Hill was issued 20,071 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2014 that vested on January 2, 2017. On the vesting date, he was entitled to receive a maximum of 40,142 shares of Common Stock if the Company has achieved a 100% increase

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in total shareholder return since the grant date (the "Maximum"); 20,071 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"), or 15,053 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The number of shares of Common Stock that Mr. Hill may receive is interpolated for total shareholder return falling between Threshold, Target, and Maximum levels. On January 2, 2017, Mr. Hill did not receive any shares.

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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