

NRG ENERGY, INC.
Form 4
November 08, 2007

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

OMB APPROVAL

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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 *
BREWSTER JOHN P

(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)
11/07/2007

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, Dev Eng, Proc and Constr

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) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value .01 per share | 11/07/2007 | | S(1) | 1,200 D | \$ 45.17 43,210 | D | |
| Common Stock, par value .01 per share | 11/07/2007 | | S(1) | 100 D | \$ 45.19 43,110 | D | |
| Common Stock, par value .01 per share | 11/07/2007 | | S(1) | 979 D | \$ 45.2 42,131 | D | |

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| | | | | | | | |
|---------------------------------------|------------|-------------|-------|---|-----------|--------|---|
| Common Stock, par value .01 per share | 11/07/2007 | <u>S(1)</u> | 1,200 | D | \$ 45.21 | 40,931 | D |
| Common Stock, par value .01 per share | 11/07/2007 | <u>S(1)</u> | 2,100 | D | \$ 45.22 | 38,831 | D |
| Common Stock, par value .01 per share | 11/07/2007 | <u>S(1)</u> | 200 | D | \$ 45.23 | 38,631 | D |
| Common Stock, par value .01 per share | 11/07/2007 | <u>S(1)</u> | 2,100 | D | \$ 45.24 | 36,531 | D |
| Common Stock, par value .01 per share | 11/07/2007 | <u>S(1)</u> | 5,800 | D | \$ 45.25 | 30,731 | D |
| Common Stock, par value .01 per share | 11/07/2007 | <u>S(1)</u> | 200 | D | \$ 45.255 | 30,531 | D |
| Common Stock, par value .01 per share | 11/07/2007 | <u>S(1)</u> | 1,321 | D | \$ 45.26 | 29,210 | D |
| Common Stock, par value .01 per share | 11/07/2007 | <u>S(1)</u> | 500 | D | \$ 45.265 | 28,710 | D |
| Common Stock, par value .01 per share | 11/07/2007 | <u>S(1)</u> | 900 | D | \$ 45.27 | 27,810 | D |
| Common Stock, par value .01 per share | 11/07/2007 | <u>S(1)</u> | 200 | D | \$ 45.28 | 27,610 | D |
| Common Stock, par value .01 per share | 11/07/2007 | <u>S(1)</u> | 100 | D | \$ 45.29 | 27,510 | D |
| | 11/07/2007 | <u>S(1)</u> | 100 | D | \$ 45.3 | 27,410 | D |

Common
Stock, par
value .01
per share

Common
Stock, par
value .01
per share

11/07/2007 S⁽¹⁾ 100 D \$ 45.31 27,310 D

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BREWSTER JOHN P NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540 | | | EVP, Dev Eng, Proc and Constr | |

Signatures

/s/ John P. Brewster 11/08/2007

**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 29, 2007.

Remarks:

Form 2 of 2

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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