

Gaudette Robert J
 Form 4
 January 07, 2019

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 *
 Gaudette Robert J

(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)
 01/03/2019

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)
 Senior VP, Business Solutions

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	01/03/2019		F		1,323	D	<u>(1)</u> 72,305 <u>(2)</u>
Common Stock, par value \$.01 per share	01/04/2019		F		3,247	D	<u>(3)</u> 69,058 <u>(4)</u>
Common Stock, par value \$.01 per share	01/04/2019		M		41,140	A	<u>(5)</u> 110,198 <u>(6)</u>

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Common Stock, par value \$.01 per share	01/04/2019	M	1,271	A	<u>(6)</u>	111,469	D
Common Stock, par value \$.01 per share	01/04/2019	F	15,966	D	<u>(7)</u>	95,503 <u>(8)</u>	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Market Stock Units	<u>(5)</u>	01/04/2019		M	41,140	01/04/2019 01/04/2019	Common Stock, par value \$0.01 per share 20,570
Dividend Equivalent Rights	<u>(6)</u>	01/04/2019		M	1,271	<u>(6)</u> 01/04/2019	Common Stock, par value \$0.01 per share 1,271

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gaudette Robert J NRG ENERGY, INC. 804 CARNEGIE CENTER			Senior VP, Business Solutions	

PRINCETON, NJ 08540

Signatures

/s/ Christine Zoino, by Power of
Attorney

01/07/2019

__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 3, 2017, Mr. Gaudette was issued 15,915 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value

(1) \$.01. On January 3, 2019, 5,305 shares vested. Mr. Gaudette 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 reflects the surrender of 1,323 shares of common stock to satisfy the grantee's tax withholding obligation.

In connection with the vesting of the RSUs described above, 52 DERs vested. Dividend equivalent rights accrue on the reporting person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance 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.

(2)

On January 4, 2018, Mr. Gaudette was issued 38,805 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value

(3) \$.01. On January 4, 2019, 12,935 shares vested. Mr. Gaudette 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 reflects the surrender of 3,247 shares of common stock to satisfy the grantee's tax withholding obligation.

In connection with the vesting of the RSUs described above, 399 DERs vested. Dividend equivalent rights accrue on the reporting person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance 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.

(4)

The Reporting Person was issued 20,570 Market Stock Units by NRG under the LTIP on January 4, 2016 that vested on January 4, 2019. On the vesting date the Reporting Person was entitled to receive a maximum of 41,140 shares of Common Stock if the company achieved 100% increase in total shareholder return since the grant date (the "Maximum"), 20,570 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target") or 15,427 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The Reporting Person would not have received any shares of Common Stock if total shareholder return had decreased by more than 25% since the grant date. The number of shares that the Reporting Person could have received in interpolated for total shareholder return fall between Threshold, Target and Maximum levels. On January 4, 2019 he vested in 41,140 shares.

(5)

In connection with the vesting of the MSUs described above, an incremental 1,271 DERs vested. Dividend equivalent rights accrue on the Reporting Person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance 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.

(6)

The Reporting Person elected to satisfy his tax withholding obligation upon the exchange of common stock for MSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 15,966 shares of common stock to satisfy the grantee's tax withholding obligation.

(7)

(8) Includes 330 DERs.

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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