

Ingoldsby James J
Form 3
March 05, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Ingoldsby James J | | (Month/Day/Year) | NRG ENERGY, INC. [NRG] | |
| (Last) | (First) | (Middle) | 03/03/2008 | |
| NRG ENERGY, INC., Â 211 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| CARNEGIE CENTER | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| PRINCETON, Â NJ Â 08540 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | VP & Chief Accounting Officer | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------------|--|---|--|
| Common Stock, par value .01 per share | 15,304 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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| | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|------------|---|-------------------|----------------------------|---|
| Non-Qualified Stock Options | 08/01/2006 ⁽²⁾ | 08/01/2011 | Common stock, par value \$.01 per share 14,000 | \$ 19.4 | D | Â |
| Non-Qualified Stock Options | 01/03/2007 ⁽³⁾ | 01/03/2012 | Common Stock, par value \$.01 per share 16,000 | \$ 23.975 | D | Â |
| Non-Qualified Stock Options | 01/03/2008 ⁽⁴⁾ | 01/03/2013 | Common Stock, par value \$.01 per share 8,200 | \$ 27.915 | D | Â |
| Non-Qualified Stock Options | 01/02/2009 ⁽⁵⁾ | 01/02/2014 | Common Stock, par value \$.01 per share 6,600 | \$ 42.82 | D | Â |
| Performance Units | 08/01/2008 | 08/01/2015 | Common Stock, par value \$.01 per share 8,000 | \$ ⁽⁶⁾ | D | Â |
| Performance Units | 01/03/2009 | 01/03/2016 | Common Stock, par value \$.01 per share 7,600 | \$ ⁽⁷⁾ | D | Â |
| Performance Units | 01/03/2010 | 01/03/2017 | Common Stock, par value \$.01 per share 4,000 | \$ ⁽⁸⁾ | D | Â |
| Performance Units | 01/02/2011 | 01/02/2018 | Common Stock, par value \$.01 per share 2,600 | \$ ⁽⁹⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ingoldsby James J NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON,Â NJÂ 08540 | Â | Â | Â VP & Chief Accounting Officer | Â |

Signatures

/s/ James J.
Ingoldsby

03/05/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes Restricted Stock Units ("RSUs") and Deferred Stock Units ("DSUs") issued to Mr. Ingoldsby by NRG Energy, Inc. ("NRG") under NRG's Long-Term Incentive Plan. Each RSU and DSU is equivalent in value to one share of NRG's Common Stock, par value

(1) \$.01. Mr. Ingoldsby will receive from NRG one such share of Common Stock, as follows: (i) 1,994 shares on March 21, 2008 (DSU vesting); (ii) 2,000 shares on August 1, 2008; (iii) 2,000 shares on January 3, 2009; (iv) 1,000 shares on January 3, 2010; and (v) 700 shares on January 2, 2011.

(2) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Ingoldsby, 33 1/3% of the Stock Options vested on August 1, 2006 and 33 1/3% of the Stock Options vested on August 1, 2007. The remaining balance will vest on August 1, 2008.

(3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Ingoldsby, 33 1/3% of the Stock Options vested on January 3, 2007 and 33 1/3% of the Stock Options vested on January 3, 2008. The remaining balance will vest on January 3, 2009.

(4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Ingoldsby, 33 1/3% of the Stock Options vested on January 3, 2008. The remaining balance will vest as follows: 33 1/3% on January 3, 2009 and 33 1/3% on January 3, 2010.

(5) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Ingoldsby the Stock Options will vest as follows: 33 1/3% on January 2, 2009, 33 1/3% on January 2, 2010 and 33 1/3% on January 2, 2011.

Each Performance Unit will be paid out on August 1, 2008 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to August 1, 2008 (the "Measurement Price") is equal to or greater than \$26.875 (the "Target Price"). The payout for

(6) each Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated amount in between one and two shares of Common Stock, if the Measurement Price is greater than the Target Price but less than \$31.50 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

Each Performance Unit will be paid out on January 3, 2009 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 3, 2009 (the "Measurement Price") is equal to or greater than \$33.185 (the "Target Price"). The payout for

(7) each Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated amount in between one and two shares of Common Stock, if the Measurement Price is greater than the Target Price but less than \$38.661 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

Each Performance Unit will be paid out on January 3, 2010 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 3, 2010 (the "Measurement Price") is equal to or greater than \$38.095 (the "Target Price"). The payout for

(8) each Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated amount in between one and two shares of Common Stock, if the Measurement Price is greater than the Target Price but less than \$44.74 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

Each Performance Unit will be paid out on January 2, 2011 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 2, 2011 (the "Measurement Price") is equal to or greater than \$60.16 (the "Target Price"). The payout for

(9) each Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated amount in between one and two shares of Common Stock, if the Measurement Price is greater than the Target Price but less than \$70.35 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

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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