

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

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Killing Elizabeth R

(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)
02/17/2016

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 below) ____ Other (specify
below)

EVP & President, NRG Retail

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value, \$.01 per share	02/17/2016		L ⁽¹⁾		477	A	\$ 10.14
Common Stock, par value, \$.01 per share	05/17/2016		L ⁽¹⁾		64	A	\$ 15.83
Common Stock, par value, \$.01 per share	08/16/2016		L ⁽¹⁾		80	A	\$ 12.69

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Common
Stock, par
value, \$.01
per share

01/02/2017

F 3,062 D (2) 85,703 (3) (4) D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Stock Units	(5)	01/02/2017		M		11,044		01/02/2017	01/02/2017	Common Stock, par value, \$.01 per share	22,088

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Killinger Elizabeth R NRG ENERGY, INC. 804 CARNEGIE CENTER PRINCETON, NJ 08540	EVP & President, NRG Retail

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) The purchase was pursuant to dividend reinvestment feature in a brokerage account that has been suspended.

On January 2, 2014, Ms. Killinger was issued 6,062 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,

- (2) 6,062 shares vested. Ms. Killinger elected to satisfy her 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 3,062 shares of common stock to satisfy the grantee's tax withholding obligation.

Reflects a reduction of 764 dividend equivalent rights ("DERs") that were forfeited upon the vesting of the Market Stock Units described in Table II. In addition, 419 DERs converted in NRG common stock in connection with the vesting of the RSUs described above.

Following these transactions, the reporting person holds 3,445 DERs in the aggregate. Dividend equivalent rights accrue on the reporting

- (3) 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. Reflects a de minimus adjustment to the number of shares of common stock by 1 share as a result of rounding fractional shares acquired under the dividend reinvestment feature in a brokerage account that has been suspended.

- (4) Includes 244 shares acquired under NRG Energy, Inc.'s Employee Stock Purchase Plan since the Reporting Person's last filing.

Ms. Killinger was issued 11,044 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2014 that vested on January 2, 2017. On the vesting date, she was entitled to receive a maximum of 22,088 shares of Common Stock if the Company has achieved a

100% increase in total shareholder return since the grant date (the "Maximum"); 11,044 shares of Common Stock if there is no change in

- (5) total shareholder return since the grant date (the "Target"), or 8,283 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 Ms. Killinger may receive is interpolated for total shareholder return falling between Threshold, Target, and Maximum levels. On January 2, 2017, Ms. Killinger 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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