

OMB APPROVAL	
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* H&F INVESTORS IV LLC (Last) (First) (Middle) ONE MARITIME PLAZA, 12TH FLOOR (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2006	
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 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 \$0.01 per share	08/15/2006		S		3,207,977	D	\$48.41 ⁽¹⁾	3,207,976	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Common Stock, par value \$0.01 per share	08/15/2006		S		262,115	D	\$48.41 ⁽¹⁾	262,116	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Common Stock, par value \$0.01 per share	08/15/2006		S		1,179	D	\$48.41 ⁽¹⁾	1,179	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Common Stock, par value \$0.01 per share	08/15/2006		S		84,588	D	\$48.41 ⁽¹⁾	84,588	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Common Stock, par value \$0.01 per share	08/15/2006		S		661,012	D	\$48.41 ⁽¹⁾	661,012	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* H&F INVESTORS IV LLC (Last) (First) (Middle) ONE MARITIME PLAZA, 12TH FLOOR (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[HELLMAN & FRIEDMAN CAPITAL PARTNERS IV LP](#)

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[H&F INTERNATIONAL PARTNERS IV-A, L.P.](#)

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[H&F International Partners IV-C, L.P.](#)

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[H&F EXECUTIVE FUND IV, L.P.](#)

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[H&F TGN AIV, L.P.](#)

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

Explanation of Responses:

1. On August 15, 2006, Hellman & Friedman Capital Partners IV, L.P. ("HFCP IV"), H&F International Partners IV-A, L.P. ("HFIP IV-A"), H&F International Partners IV-C, L.P. ("HFIP IV-C"), H&F Executive Fund IV, L.P. ("HFEF IV"), H&F TGN AIV, L.P. ("H&F AIV", and together with HFCP IV, HFIP IV-A, HFIP IV-C and HFEF IV, the "H&F Partnerships") sold respectively 3,207,977, 262,115, 1,179, 84,588 and 661,012 shares (4,216,871 shares in total) of NRG Energy, Inc.'s common stock (the "Common Stock"), to Morgan Stanley & Co. Incorporated at a price of \$48.41 per share (the "Resale"). Following completion of the Resale, HFCP IV, HFIP IV-A, HFIP IV-C, HFEF IV and H&F AIV directly own respectively 3,207,976, 262,116, 1,179, 84,588 and 661,012 shares of Common Stock reported as beneficially owned in the above table.

2. H&F Investors IV, LLC ("H&F Investors") is the general partner of each of the H&F Partnerships. The investment decisions of each of the H&F Partnerships are made by the investment committee of H&F Investors, which indirectly exercises voting and investment power with respect to the Common Stock held by the H&F Partnerships. Accordingly, H&F Investors may be deemed to share beneficial ownership of the shares of Common Stock held by the H&F Partnerships.

3. Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, H&F Investors herein states that this filing shall not be deemed an admission that it is the beneficial owner of any of the shares of Common Stock covered by this Statement. H&F Investors disclaims beneficial ownership of the Common Stock, except to the extent of its pecuniary interest in such shares of Common Stock.

Remarks:

As described in Amendment No. 1 to Schedule 13D ("Amendment No. 1") filed on August 11, 2006 with respect to the Common Stock by the Reporting Persons and the other filers listed on the signature pages thereto, as of the date of Amendment No. 1, the H&F Partnerships and certain other Funds (as defined in Amendment No. 1) may have been deemed to be a "group" under Section 13(d) of the Securities Exchange Act and accordingly each Reporting Person may have been deemed to have beneficial ownership of 10% or more of the Common Stock. Following the completion of the Resale, the Reporting Persons are not presently acting in a manner that could deem them to be a "group" with the other Funds within the meaning of Section 13(d) of the Securities Exchange Act with respect to the Common Stock. Each Reporting Person expressly disclaims membership in any such group for the purposes of Section 13(d) of the Securities Exchange Act or for any other purpose.

<u>/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC</u>	<u>08/16/2006</u>
<u>/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of Hellman & Friedman Capital Partners IV, L.P.</u>	<u>08/16/2006</u>
<u>/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of H&F TGN AIV, L.P.</u>	<u>08/16/2006</u>
<u>/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of H&F International Partners IV-A, L.P.</u>	<u>08/16/2006</u>
<u>/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of H&F International Partners IV-C, L.P.</u>	<u>08/16/2006</u>
<u>/s/ Mitchell Cohen as Managing Director of H&F Investors IV, LLC, as General Partner of H&F Executive Fund IV, L.P.</u>	<u>08/16/2006</u>

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.