

<b>OMB APPROVAL</b>	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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* <u>Stark Ronald B</u>  (Last) (First) (Middle) NRG ENERGY, INC. 211 CARNEGIE CENTER  (Street) PRINCETON NJ 08540  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/05/2012	3. Issuer Name and Ticker or Trading Symbol <u>NRG ENERGY, INC. [ NRG ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Chief Accounting Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	6,598 <sup>(1)</sup>	D	

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Non-Qualified Stock Options	01/02/2009 <sup>(2)</sup>	01/02/2015	Common Stock, par value \$.01 per share	5,200	23.64	D
Non-Qualified Stock Options	01/04/2010 <sup>(3)</sup>	01/04/2020	Common Stock, par value \$.01 per share	2,800	23.87	D
Non-Qualified Stock Options	01/03/2011 <sup>(4)</sup>	01/03/2021	Common Stock, par value \$.01 per share	3,500	19.83	D
Performance Units	01/04/2013	01/04/2013	Common Stock, par value \$.01	2,600 <sup>(5)</sup>	<sup>(6)</sup>	D
Performance Units	01/03/2014	01/03/2014	Common Stock, par value \$.01 per share	3,000 <sup>(7)</sup>	<sup>(8)</sup>	D
Market Stock Units	01/03/2015	01/03/2015	Common Stock, par value \$.01 per share	8,600	<sup>(9)(10)</sup>	D

**Explanation of Responses:**

- Includes Restricted Stock Units ("RSUs") issued to Mr. Stark 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. Mr. Stark will receive from NRG one such share of Common Stock, as follows: (i) 1,300 RSUs issued on January 4, 2013; (ii) 1,600 RSUs issued on January 3, 2014; (iii) 2,600 RSUs issued on January 3, 2015.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Stark, all of the Stock Options vested and became exercisable on January 2, 2012.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Stark, 66 2/3% of the Stock Options vested and became exercisable on January 4, 2012. The remaining balance will vest on January 4, 2013.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Stark, 33 1/3% of the Stock Options vested and became exercisable on January 3, 2012. The remaining balance will vest as follows: 33 1/3% on January 3, 2013 and January 3, 2014.
- Mr. Stark was issued 1,300 Performance Units ("PUs") under NRG Energy, Inc.'s LTIP on January 4, 2010.
- Each PU will be paid out on January 4, 2013 if the average of the closing price of NRG's Common Stock on January 4, 2013 and the nineteen preceding trading days (the "Measurement Price") is equal to or greater than \$31.97 (the "Threshold Price"). The payout for each PU will be equal to a pro-rated amount in between one-half and one share of Common Stock if the Measurement Price equals or exceeds the Threshold Price but is less than \$34.69 (the "Target Price"). The payout for each PU will be equal to one share of Common Stock if the Measurement Price equals the Target Price. The payout for each PU will be equal to a pro-rated amount in between one and two shares of Common Stock if the Measurement Price is greater than the Target Price but less than \$40.57 (the "Maximum Price"). The payout for each PU will be equal to two shares of Common Stock if the Measurement Price is equal to or greater than the Maximum Price.
- Mr. Stark was issued 1,500 PUs under NRG Energy, Inc.'s LTIP on January 3, 2011.

8. Each PU will be paid out on January 3, 2014 if the average of the closing price of NRG's Common Stock on January 3, 2014 and the nineteen preceding trading days (the "Measurement Price") is equal to or greater than \$24.57 (the "Threshold Price"). The payout for each PU will be equal to a pro-rated amount in between one-half and one share of Common Stock if the Measurement Price equals or exceeds the Threshold Price but is less than \$26.66 (the "Target Price"). The payout for each PU will be equal to one share of Common Stock if the Measurement Price is equal to the Target Price. The payout for each PU will be equal to a pro-rated amount in between one and two shares of Common Stock if the Measurement Price is greater than the Target Price but less than \$31.17 (the "Maximum Price"). The payout for each PU will be equal to two shares of Common Stock if the Measurement Price is equal to or greater than the Maximum Price.

9. Mr. Stark was issued 4,300 Market Stock Units ("MSUs") by NRG under the LTIP on January 3, 2012. The MSUs will convert to shares of NRG Common Stock on January 3, 2015 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 3, 2015 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

10. Mr. Stark will receive a maximum of 8,600 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 4,300 shares of Common Stock if there is no change in TSR since the grant date (the "Target"); or 2,150 shares of Common Stock if there is a 50% decrease in TSR since the grant date (the "Threshold"). Mr. Stark will not receive any shares of Common Stock if TSR has decreased by more than 50% since the grant date. The number of shares of Common Stock that Mr. Stark may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

/s/ Ronald B. Stark

03/13/2012

\*\* 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 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).

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.**

March 12, 2012

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David Crane and Brian Curci, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of NRG Energy, Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. Each of the undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by each of the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of date first written above.

/s/ Ronald B. Stark  
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