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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): January 3, 2006**

**NRG Energy, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-15891**

(Commission File Number)

**41-1724239**

(IRS Employer Identification No.)

**211 Carnegie Center**

(Address of Principal Executive Offices)

**Princeton, NJ 08540**

(Zip Code)

**609-524-4500**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement**

The Board of Directors of NRG Energy, Inc., or NRG, approved, effective January 3, 2006, the 2006 base salary of \$1,000,000, equity compensation and incentive design for annual incentive compensation for David Crane, President and Chief Executive Officer of NRG, which is set forth in and filed as Exhibit 10.1 to this current report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
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10.1	CEO Compensation for 2006
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NRG Energy, Inc.  
(Registrant)

By: /s/ Timothy W.J. O'Brien  
Timothy W.J. O'Brien  
Vice President and General Counsel

Dated: January 4, 2006

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**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
10.1	CEO Compensation Table for 2006

**NRG Energy, Inc.**  
**CEO Compensation Table for 2006**

Name and Title	2006 Base Salary	2006 Annual Incentive Plan Design (1)		Grants Under the Long Term Incentive Plan		
		Target	Maximum	Restricted Stock Units (2)	Non-Qualified Stock Options (3)	Performance Units (4)
Dave Crane, President and Chief Executive Officer	\$1,000,000	100%	200%	17,000	142,857	33,000

- (1) For fiscal 2006, Mr. Crane's target incentive for annual incentive compensation will be 100% base salary with a maximum opportunity of 200% of base salary. Incentive components for Mr. Crane include targets based on NRG's free cash flow and EBITDA in 2006, as well as operating performance, staff development and corporate compliance.
- (2) Each Restricted Stock Unit ("RSU") is equivalent to one share of NRG Energy, Inc.'s ("NRG") Common Stock, par value \$0.01. Mr. Crane will receive from NRG one such share of Common Stock for each RSU on January 3, 2009.
- (3) Non-Qualified Stock Options will vest and become exercisable as follows: 33 1/3% on January 3, 2007, 33 1/3% on January 3, 2008, and 33 1/3% on January 3, 2009. Stock options will expire six years from the date of grant.
- (4) Mr. Crane was issued Performance Units ("PU's") by NRG under its Long Term Incentive Plan on January 3, 2006. Each PU will be paid out on January 3, 2009 if the average closing price of NRG's Common Stock for the ten trading days prior to January 3, 2009 (the "Measurement Price") is equal to or greater than \$67.37 (the "Target Price"). The payout for each PU will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) 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 \$ 79.49 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.