
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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):

December 3, 2009

NRG Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-15891

41-1724239

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

211 Carnegie Center, Princeton, New Jersey

08540

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

609-524-4500

Not Applicable

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:

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Compensatory Arrangements of Certain Officers

The Board of Directors of NRG Energy, Inc. ("NRG") approved, effective January 1, 2010, the 2010 base salary, 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.

Exhibit No. - Document

10.1 - CEO Compensation Table for 2010

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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.

December 9, 2009

NRG Energy, Inc.

By: */s/ Michael R. Bramnick*

Name: Michael R. Bramnick

Title: Sr. Vice Pres. & General Counsel

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	CEO Compensation Table for 2010

NRG Energy, Inc.
CEO Compensation Table for 2010

Name and Title	2010 Base Salary	2010 Annual Incentive Plan Design		Grants Under the Long Term Incentive Plan		
		Target	Maximum	Restricted Stock Units ⁽²⁾	Non-Qualified Stock Options ⁽³⁾	Performance Units ⁽⁴⁾
David Crane, President and Chief Executive Officer	\$ 1,210,000	100% ⁽¹⁾	200% ⁽¹⁾	65,200	146,800	67,200

- (1) For fiscal 2010, Mr. Crane's target incentive for annual incentive compensation will be 100% of 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 2010, as well other relevant operating performance objectives.
- (2) Each Restricted Stock Unit ("RSU") is equivalent to one share of NRG's common stock, par value \$0.01. Mr. Crane will receive from NRG one such share of common stock for each RSU on January 4, 2013. The number of units shown is subject to change based on the NRG closing price on January 4, 2010.
- (3) Non-Qualified Stock Options will vest and become exercisable as follows: 33 1/3% on January 4, 2011, 33 1/3% on January 4, 2012 and 33 1/3% on January 4, 2013. Stock options will expire ten years from the date of grant. The number of options shown is subject to change based on the NRG closing price on January 4, 2010.
- (4) Mr. Crane will be issued Performance Units ("PU's") by NRG under its Long-Term Incentive Plan on January 4, 2010. Each PU will be paid out on January 4, 2013 if the closing price of NRG's Common Stock on January 4, 2013 (the "Measurement Price") is equal to or greater than 9% growth in the NRG stock price compounded annually over three years, i.e. cost of equity at threshold, based on the closing share price on January 4, 2010 (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 less than 12% growth in the NRG stock price compounded annually over three years, i.e. cost of equity at target, based on the closing share price on January 4, 2010 (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 equal to the Target Price but less than 18% growth in the NRG stock price compounded annually over three years, i.e. cost of equity at maximum, based on the closing share price on January 4, 2010 (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. The number of units shown is subject to change based on the NRG closing price on January 4, 2010.