

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b> OBRIEN TIMOTHY W J <hr/> (Last) (First) (Middle) NRG ENERGY, INC., 211 CARNEGIE CENTER <hr/> (Street) PRINCETON NJ 08540 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> NRG ENERGY, INC. [NRG]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Vice Pres. and General Counsel
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 01/03/2006	
	<b>4. If Amendment, Date of Original Filed</b> (Month/Day/Year)	

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)			
Common stock, par value \$0.01 per share <sup>(1)</sup>	01/03/2006		A		1,300 <sup>(1)</sup>	A <sup>(2)</sup>	12,468	D	

**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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option	\$ 47.95	01/03/2006		A		11,100		01/03/2007 <sup>(3)</sup>	01/02/2012 <sup>(4)</sup>	Common Stock, par value \$0.01 per share	11,100	\$ 0	45,700	D	
Performance Units	(5)	01/03/2006		A		5,000		01/03/2009 <sup>(5)</sup>	01/03/2009	Common Stock, par value \$0.01 per share	5,000	\$ 0	50,700	D	

**Explanation of Responses:**

1. Represents Restricted Stock Units issued to Mr. O'Brien by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan.
2. Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. O'Brien will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on January 3, 2009.
3. Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. O'Brien, the 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.
4. Stock Options expire six years from the date of grant.
5. Mr. O'Brien was issued 2,500 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on January 3, 2006. Each Performance Unit will be paid out on January 3, 2009 if the average closing price of NRG Energy, Inc.'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 Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated 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.

/s/ Tanuja M. Dehne, under 01/04/2006  
Power of Attorney

\*\* 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.**

October 1, 2004

POWER OF ATTORNEY

KNOW ALL BY THESE  
PRESENTS,

that the undersigned hereby constitutes and appoints each of  
David W.

Crane, Marie Eitrheim and Tanuja M. Dehne, 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.

Timothy W. J. O'Brien

/s/ Timothy  
W.J. O'Brien

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