

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* <u>Baudier Jeffrey M</u> (Last) (First) (Middle) <u>NRG ENERGY, INC.</u> <u>211 CARNEGIE CENTER</u> (Street) <u>PRINCETON NJ 08540</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NRG ENERGY, INC. [NRG]</u>	5. 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>SVP, Reg Pres South Central</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2011</u>	
4. If Amendment, Date of Original Filed (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)	Price			
Common Stock, par value \$.01 per share	01/02/2011		F		624	D	(1)	9,008	D	
Common Stock, par value \$.01 per share	01/03/2011		A		7,100(2)	A	(3)	16,108	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 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	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Options	\$19.83	01/03/2011		A		16,100		01/03/2012(4)	01/03/2021(5)	Common Stock, par value \$.01 per share	16,100	\$0.00	16,100	D	
Performance Units	(6)	01/03/2011		A		7,000		01/03/2014	01/03/2014	Common Stock, par value \$.01 per share	14,000	\$0.00	7,000	D	

Explanation of Responses:

- On January 2, 2008, Mr. Baudier was issued 1,700 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan (the "LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. On January 2, 2011, the RSUs vested. Pursuant to the LTIP, Mr. Baudier elected to satisfy his tax withholding obligation upon the exchange of common stock for RSUs by surrendering a number of shares of common stock having a value on the date of the exchange equal to the tax withholding obligation. This form is being filed to reflect the surrender of 624 shares of common stock to satisfy the grantee's tax withholding obligation.
- Represents Restricted Stock Units issued to Mr. Baudier by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan.
- Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01 per share. Mr. Baudier will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on January 3, 2014.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Baudier, the Stock Options will vest and become exercisable as follows: 33 1/3% on January 3, 2012; 33 1/3% on January 3, 2013; and, 33 1/3% on January 3, 2014.
- Stock Options expire ten years from the date of the grant.
- Mr. Baudier was issued 7,000 Performance Units by NRG under the LTIP on January 3, 2011. Each Performance Unit 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 less than \$26.66 (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 \$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.

/s/ Brian Curci, under Power of Attorney 01/03/2011

** 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.