## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL									
OMB Number:	3235-0287								
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Estimated average burden									
hours per response	0.5								

1. Name and Address of Reporting Person* MORGAN CURTIS A			Issuer Name <b>and</b> Ticker or Trading Symbol NRG ENERGY, INC. [NRG]	5. Relationship of Reporting Person(s) to Issuer				
(Last) NRG ENERGY	(First) (Middle) sY, INC., 211 CARNEGIE CENTER		3. Date of Earliest Transaction (Month/Day/Year) 03/01/2006	(Check all applicable) Director 10% Owner  X Officer (give Other (specify below)  EVP & Regional Pres. Northeast				
(Street) PRINCETON (City)	NJ (State)	08540 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person				

	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. Transact Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	Beneficial Ownership		
			Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)		
Common stock, par value \$0.01 per share	03/01/2006		A		16,700 (1)	Α	(2)	16,700	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. Transac Code (Instr. 8		5. Num of Deriva Securit Acquire (A) or Dispos of (D) (Instr. 4, and	tive ties ed sed	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of		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 Options	<b>\$</b> 44	03/01/2006		A		58,000		03/01/2007 <sup>(3)</sup>	03/01/2012 <sup>(4)</sup>	Common Stock, par value \$0.01 per share	58,000	\$ 0	58,000	D	
Performance Units	(5)	03/01/2006		A		50,000		03/01/2009 <sup>(5)</sup>	03/01/2009	Common Stock, par value \$0.01 per share	50,000	\$ 0	108,000	D	

### **Explanation of Responses:**

- 1. Represents Restricted Stock Units issued pursuant to the Restricted Stock Unit Agreement by and between NRG Enery, Inc. (the "Company") and Curtis A. Morgan (the "Restricted Stock Unit Agreement").
- 2. Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. Morgan will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on March 1, 2009.
- 3. Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Morgan, the Stock Option will vest and become exercisable as follows: 19,333 on March 1, 2007, 19,333 on March 1, 2008 and 19,334 on March 1, 2009.
- 4. Stock options expire six years from the date of the grant.
- 5. Mr. Morgan was issued 25,000 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on March 1, 2006. Each Performance Unit will be paid out on March 1, 2009 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to March 1, 2009 (the "Measurement Price") is equal to or greater than \$61.82 (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 \$72.29 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price. If the Target Price is not met on March 1, 2009, the Performance Units will be forfeited.

/s/ Tanuja M. Dehne, under
Power of Attorney

\*\* Signature of Reporting
Date

Person

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.

#### POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, the undersigned hereby constitutes and appoints each of David W. Crane, Timothy W. J. O'Brien 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 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.

Curtis A. Morgan

/s/ Curtis A. Morgan

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