

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

1. Name and Address of Reporting Person * Wilson Denise <hr/> (Last) (First) (Middle) NRG ENERGY, INC., 211 CARNEGIE CENTER <hr/> (Street) PRINCETON NJ 08540 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Exec VP & Pres, New Business
	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2014	
	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	01/02/2014		A		13,595 ⁽¹⁾	A	⁽²⁾	123,120 ⁽³⁾	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				
Market Stock Units	(4)	01/02/2014		A		24,768		01/02/2017	01/02/2017	Common Stock, par value \$.01 per share	49,536 (5)	\$ 0	24,768	D	

Explanation of Responses:

1. Represents Restricted Stock Units issued to the Reporting Person under NRG Energy, Inc.'s Long Term Incentive Plan ("LTIP").
2. Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. The Reporting Person will receive from NRG one such share of Common Stock for each RSU on January 2, 2017.
3. Includes 123 shares acquired under NRG Energy, Inc.'s Employee Stock Purchase Plan since the Reporting Person's last filing.
4. The Reporting Person was issued 24,768 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2014. The MSUs will convert to shares of NRG Common Stock on January 2, 2017 only in the event the Company has achieved a certain level of total shareholder return. Total shareholder return will consist of the average of the closing price of NRG's Common Stock on January 2, 2017 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.
5. The Reporting Person will receive a maximum of 49,536 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 24,768 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"); or 18,576 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The Reporting Person will not receive any shares of Common Stock if total shareholder return has decreased by more than 25% since the grant date. The number of shares of Common Stock that the Reporting Person may receive is interpolated for total shareholder return falling between Threshold, Target, and Maximum levels.

/s/ Brian Curci, under
Power of Attorney 01/06/2014

** 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.