

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>Andrews Kirkland B</u> (Last) (First) (Middle) 804 CARNEGIE CENTER (Street) PRINCETON NJ 08540 (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) EVP & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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	11/15/2012		P ⁽¹⁾		98	A	\$19.7014	200,774	D	
Common Stock, par value, \$.01 per share	02/15/2013		P ⁽¹⁾		82	A	\$24.0247	200,856	D	
Common Stock, par value, \$.01 per share	05/15/2013		P ⁽¹⁾		94	A	\$27.8161	200,950	D	
Common Stock, par value, \$.01 per share	08/15/2013		P ⁽¹⁾		102	A	\$26.2745	201,052	D	
Common Stock, par value, \$.01 per share	11/15/2013		P ⁽¹⁾		189	A	\$26.984	201,241	D	
Common Stock, par value, \$.01 per share	02/18/2014		P ⁽¹⁾		179	A	\$28.8783	201,420	D	
Common Stock, par value, \$.01 per share	05/15/2014		P ⁽¹⁾		180	A	\$33.5848	201,600	D	
Common Stock, par value, \$.01 per share	08/15/2014		P ⁽¹⁾		209	A	\$29.1364	201,809	D	
Common Stock, par value, \$.01 per share	11/18/2014		P ⁽¹⁾		289	A	\$31.91	202,098	D	
Common Stock, par value, \$.01 per share	02/18/2015		P ⁽¹⁾		611	A	\$25.6091	202,709	D	
Common Stock, par value, \$.01 per share	05/18/2015		P ⁽¹⁾		608	A	\$25.8765	203,317	D	
Common Stock, par value, \$.01 per share	08/18/2015		P ⁽¹⁾		753	A	\$20.9876	204,070	D	
Common Stock, par value, \$.01 per share	11/17/2015		P ⁽¹⁾		1,273	A	\$12.5054	205,343	D	
Common Stock, par value, \$.01 per share	02/17/2016		P ⁽¹⁾		1,588	A	\$10.1407	206,931	D	
Common Stock, par value, \$.01 per share	05/17/2016		P ⁽¹⁾		213	A	\$15.831	207,144	D	
Common Stock, par value, \$.01 per share	08/16/2016		P ⁽¹⁾		266	A	\$12.6894	207,410	D	

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			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value, \$.01 per share	01/02/2017		F		5,813	D	(2)	200,403 ⁽³⁾⁽⁴⁾	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
Market Stock Options	(5)	01/02/2017		M		26,263	01/02/2017	01/02/2017	Common Stock, par value \$.01 per share	52,526	\$0	0	D	

Explanation of Responses:

- The purchase was pursuant to dividend reinvestment feature in a brokerage account that has been suspended.
- On January 2, 2014 Mr. Andrews was issued 14, 415 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG's Long Term Incentive Plan ("LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. On January 2, 2017, 14, 415 shares vested. Mr. Andrews elected to satisfy his tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form is being filed to reflect the surrender of 5,813 shares of common stock to satisfy the grantee's tax withholding obligation.
- Reflects a reduction of 1,818 dividend equivalent rights ("DERs") that were forfeited upon the vesting of the Market Stock Units described in Table II. In addition, 997 DERs converted in NRG common stock in connection with the vesting of the RSUs described above. Following these transactions, the reporting person holds 4,949 DERs in the aggregate. Dividend equivalent rights accrue on the reporting person's restricted stock units or market stock units, which become exercisable proportionately with the restricted stock units or market stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock. Reflects a de minimus adjustment to the number of shares of NRG common stock by 7 shares as a result of rounding fractional shares acquired dividend reinvestment feature in a brokerage account that has been suspended.
- Includes 617 shares acquired under NRG Energy, Inc.'s Employee Stock Purchase Plan since the Reporting Person's last filing.
- Mr. Andrews was issued 26,263 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2014 that vested on January 2, 2017. On the vesting date, he was entitled to receive a maximum of 52, 526 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 26,263 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"), or 19,697 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The number of shares of Common Stock that Mr. Andrews may receive is interpolated for total shareholder return falling between Threshold, Target, and Maximum levels. On January 2, 2017, Mr. Andrews did not receive any shares.

/s/ Brian Curci, by Power of Attorney 01/04/2017

** 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.

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