

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>CRANE DAVID W</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/05/2013</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	12/05/2013		M ⁽¹⁾		765,502	A	\$12.015	1,384,815	D	
Common Stock, par value \$.01 per share	12/05/2013		S ⁽¹⁾		554,515	D	\$28.1 ⁽¹⁾	830,300	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)
					(A)	(D)	Date Exercisable	Expiration Date					
Non-Qualified Stock Options	\$12.015	12/05/2013		M ⁽¹⁾		765,502	12/01/2004 ⁽²⁾	12/05/2013	Common Stock, par value \$.01 per share	\$0	0	D	

Explanation of Responses:

- The exercise and sale reported in this Form 4 occurred as a result of the expiration of Non-Qualified Stock Options granted on December 5, 2003 and were effected automatically pursuant to the terms of the Grant Agreement related to the Non-Qualified Stock Options. The deposition of shares reflects shares withheld by the Issuer to cover the exercise price and taxes associated with the automatic exercise and sale.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Crane, the Non-Qualified Stock Options vested and became exercisable as follows: 33 1/3% on December 1, 2004, 33 1/3% on December 1, 2005 and 33 1/3% on December 1, 2006.

/s/ Brian Curci by Power of Attorney 12/09/2013

** 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.