

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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) 211 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) <u>EVP & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/06/2011</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	09/06/2011		A		60,000 ⁽¹⁾	A	(2)	60,000	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					
Market Stock Units	(3)	09/06/2011		A		60,000		09/06/2012 ⁽⁴⁾	09/06/2014	Common Stock, par value \$.01 per share	120,000 ⁽⁴⁾	60,000	D	

Explanation of Responses:

- Represents Restricted Stock Units issued to Mr. Andrews under NRG Energy, Inc.'s Long Term Incentive Plan.
- Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. Mr. Andrews will receive from NRG one such share of Common Stock, as follows: (i) 20,000 shares on September 6, 2012; (ii) 20,000 shares on September 6, 2013; and (iii) 20,000 shares on September 6, 2014.
- Mr. Andrews was issued 60,000 Market Stock Units by NRG under the LTIP on September 6, 2011. The Market Stock Units will convert to shares of NRG Common Stock in one-third increments on each anniversary of the grant date beginning on September 6, 2012 and ending on September 6, 2014 only where 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 each anniversary of the grant date and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.
- On each anniversary of the grant date, Mr. Andrews will receive a maximum of 40,000 shares of Common Stock if the Company has achieved a 100% increase in total shareholder return since the grant date (the "Maximum"); 20,000 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"); or 10,000 shares of Common Stock if there is a 50% decrease in total shareholder return since the grant date (the "Threshold"). Mr. Andrews will not receive any shares of Common Stock if total shareholder return has decreased by more than 50% since the grant date. 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.

/s/ Kirkland B. Andrews 09/08/2011

** 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.

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