

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

<b>1. Name and Address of Reporting Person *</b> TPG ADVISORS III INC  (Last) (First) (Middle) C/O TEXAS PACIFIC GROUP, 301 COMMERCE STREET, SUITE 3300  (Street) FORT WORTH TX 76102  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> NRG ENERGY, INC. [NRG]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 08/15/2006	
	<b>4. If Amendment, Date of Original Filed</b> (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 \$0.01 per share	08/15/2006		S		1,572,781	D	\$ 48.41 <sup>(1)</sup>	1,572,780	I	See footnotes <sup>(1)</sup> <sup>(2)</sup>

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					

**Explanation of Responses:**

1. TPG Advisors III, Inc. (the "Reporting Person") is the general partner of TPG GenPar III, L.P., which in turn is the general partner of TPG III - AIV 1, L.P. ("TPG III - AIV 1"), TPG III - AIV 2, L.P. ("TPG III - AIV 2") and TPG III - AIV 3, L.P. ("TPG III - AIV 3", and together with TPG III - AIV 1 and TPG III - AIV 2, the "TPG Funds"). On August 15, 2006, the TPG Funds sold a total of 1,572,781 shares of NRG Energy, Inc.'s common stock (the "Common Stock"), to Morgan Stanley & Co. Incorporated at a price of \$48.41 per share (the "Resale"). Following completion of the Resale, the TPG Funds directly own a total of 1,572,780 shares of Common Stock.

2. The Reporting Person is deemed to be the beneficial owner of the Common Stock beneficially owned by the TPG Funds only to the extent of the greater of its direct or indirect interest in the profits or capital accounts of such TPG Funds. Pursuant to Rule 16a-1(a)(4) under the Securities and Exchange Act (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by the TPG Funds in excess of such amount. The shareholders of the Reporting Person are David Bonderman, James G. Coulter and William S. Price, III (collectively, the "Shareholders"). Each Shareholder disclaims beneficial ownership of any of the Common Stock reported herein.

**Remarks:**

As described in Amendment No. 1 to Schedule 13D ("Amendment No. 1") filed on August 11, 2006 with respect to the Common Stock by the Reporting Person and the other filers listed on the signature pages thereto, as of the date of Amendment No. 1, the TPG Funds and certain other Funds (as defined in Amendment No. 1) may have been deemed to be a "group" under Section 13(d) of the Securities Exchange Act and accordingly the Reporting Person may have been deemed to have beneficial ownership of 10% or more of the Common Stock. Following the completion of the Resale, the Reporting Person is not presently acting in a manner that could deem it to be a "group" with the other Funds within the meaning of Section 13(d) of the Securities Exchange Act with respect to the Common Stock. Each of the TPG Funds and the Reporting Person expressly disclaims membership in any such group for the purposes of Section 13(d) of the Securities Exchange Act or for any other purpose.

/s/ David A. Spuria, Vice  
President, on behalf of      08/16/2006  
TPG Advisors III, Inc.

\*\* 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.**