

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> RAGAN JOHN W <hr/> (Last) (First) (Middle) NRG ENERGY, INC., 211 CARNEGIE CENTER <hr/> (Street) PRINCETON NJ 08540 <hr/> (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP& Regional Pres Gulf Coast
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 08/15/2014	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

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	08/15/2014		F		20,975 <sup>(1)</sup>	D	\$ 29.16	133,014	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					

**Explanation of Responses:**

1. On August 15, 2014, the Restricted Stock Units (the "RSUs") granted to the Reporting Person on August 15, 2011 (the "Date of Grant") vested in full because (a) the Company's Total Shareholder Return had increased by at least 25% since the Date of Grant, and (b) the Minimum TSR Condition was satisfied as of the vesting date. Total Shareholder Return was determined using the average closing price of a share of common stock on the vesting date and 19 preceding trading days (20-day average) and included any dividends paid between the Date of Grant and the vesting date. Pursuant to NRG's Long Term Incentive Plan, the Reporting Person elected to satisfy the tax withholding obligation upon the vesting of the RSUs by surrendering a number of shares of common stock having a value on the date of vesting equal to the tax withholding obligation. The number set forth in Table I reflects the surrender of 20,975 shares of common stock to satisfy the Reporting Person's tax withholding obligation.

/s/ Brian Curci, under Power of Attorney 08/19/2014

\*\* 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.**