

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>MATLINPATTERSON LLC</u> (Last) (First) (Middle) 520 MADISON AVE (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NRG ENERGY, INC. [NRGEV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Indirect Beneficial Owner</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2004	
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	03/12/2004		A		11,294 ⁽¹⁾	A	\$0	21,516,338	I ⁽¹⁾⁽²⁾	See footnote ⁽²⁾⁽³⁾

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					

1. Name and Address of Reporting Person* <u>MATLINPATTERSON LLC</u> (Last) (First) (Middle) 520 MADISON AVE (Street) NEW YORK NY 10022 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[MATLINPATTERSON ASSET
MANAGEMENT LLC](#)

(Last) (First) (Middle)
520 MADISON AVENUE

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MATLINPATTERSON GLOBAL
OPPORTUNITIES PARTNERS LP](#)

(Last) (First) (Middle)
520 MADISON AVENUE
9TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MATLINPATTERSON GLOBAL
OPPORTUNITIES PARTNERS BERMUDA
LP](#)

(Last) (First) (Middle)
520 MADISON AVENUE
9TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MATLINPATTERSON GLOBAL PARTNERS
LLC](#)

(Last) (First) (Middle)
520 MADISON AVENUE

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MATLINPATTERSON GLOBAL ADVISERS
LLC

(Last) (First) (Middle)

520 MADISON AVENUE

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MATLIN DAVID J

(Last) (First) (Middle)

520 MADISON AVENUE

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

PATTERSON MARK R

(Last) (First) (Middle)

520 MADISON AVENUE

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

Explanation of Responses:

1. Represents Deferred Stock Units issued on March 12, 2004 to Mr. Patterson by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan. Each Deferred Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. Patterson will receive from NRG Energy, Inc. one such share of Common Stock for each Deferred Stock Unit he owns upon termination of his service on NRG Energy, Inc.'s Board of Directors.
2. MatlinPatterson Global Opportunities Partners L.P. (the "Delaware Fund") is the direct beneficial owner of 15,947,947 shares of Common Stock of the Issuer. MatlinPatterson Global Opportunities Partners (Bermuda) L.P. (the "Bermuda Fund" and together with the Delaware Fund, the "Fund") is the direct beneficial owner of 5,557,097 shares of Common Stock of the Issuer. Mr. Patterson is the direct beneficial owner of 11,294 shares of Common Stock.
3. MatlinPatterson Global Partners LLC ("Matlin Partners") is the general partner of the Fund. MatlinPatterson Asset Management LLC ("Matlin Asset Management") is the managing member of Matlin Partners and Matlin Advisers. MatlinPatterson LLC ("Matlin Patterson") is the managing member of Matlin Asset Management. David J. Matlin and Mark R. Patterson each own 50% of the membership interests of MatlinPatterson. Mark R. Patterson serves on the Board of Directors of the Issuer. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein and as set forth in footnote (2).

Remarks:

Indirect Beneficial Owner, except as set forth in footnote (2).

/s/ Mark R. Patterson, as
member for MatlinPatterson 12/23/2004
LLC

** 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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