

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Wilson Denise</u> <hr/> (Last) (First) (Middle) <u>211 CARNEGIE CENTER</u> <hr/> (Street) <u>PRINCETON NJ 08540</u> <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>09/07/2006</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>NRG ENERGY, INC. [ NRG ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>Chief Administrative Officer</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> _____ <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value .01 per share	9,062 <sup>(1)(2)(3)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Non-Qualified Stock Options	03/02/2005 <sup>(4)</sup>	03/02/2014 <sup>(4)</sup>	Common stock, par value .01 per share	16,000	19.9	D
Non-Qualified Stock Options	08/01/2006 <sup>(5)</sup>	08/01/2011 <sup>(6)</sup>	Common stock, par value .01 per share	7,000	38.8	D
Non-Qualified Stock Options	01/03/2007 <sup>(7)</sup>	01/03/2012 <sup>(6)</sup>	Common stock, par value .01 per share	11,000	47.95	D
Performance Units	08/01/2008	08/01/2008	Common stock, par value .01 per share	4,000	(8)	D
Performance Units	01/03/2009	01/03/2009	Common stock, par value .01 per share	5,000	(9)	D

**Explanation of Responses:**

- Represents the following securities issued to Ms. Wilson by NRG Energy, Inc. under NRG's Long Term Incentive Plan: (i) 4,400 Restricted Stock Units ("RSUs") issued on March 2, 2004; (ii) 1,000 RSUs issued on August 1, 2005; (iii) 1,300 RSUs issued on January 3, 2006; and (iv) 2,362 Deferred Stock Units issued on March 14, 2005.
- Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. Ms. Wilson will receive from NRG one such share of Common Stock for each RSU as follows: (i) 4,400 shares on March 2, 2007; (ii) 1,000 shares on August 1, 2008; (iii) 1,300 shares on January 3, 2009.
- On March 14, 2005, Ms. Wilson was issued 2,362 Deferred Stock Units ("DSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan. Each DSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. Ms. Wilson will receive from NRG Energy, Inc. one such share of Common Stock for each DSU she owns six months from the date of her termination with NRG Energy, Inc.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Ms. Wilson, the Stock Options will vest and become exercisable as follows: 33 1/3% on March 2, 2005, 33 1/3% on March 2, 2006 and 33 1/3% on March 2, 2007. These stock options expire ten years from the date of the grant.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Ms. Wilson, the Stock Options will vest and become exercisable as follows: 33 1/3% on August 1, 2006, 33 1/3% on August 1, 2007 and 33 1/3% on August 1, 2008.
- Stock options expire six years from the date of the grant.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Ms. Wilson, the Stock Options will vest and become exercisable as follows: 33 1/3% on January 3, 2007, 33 1/3% on January 3, 2008 and 33 1/3% on January 3, 2009.
- Ms. Wilson was issued 2,000 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on August 1, 2005. Each Performance Unit will be paid out on August 1, 2008 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to August 1, 2008 (the "Measurement Price") is equal to or greater than \$54.50 (the "Target Price"). The payout for each Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated amount in between one and two shares of Common Stock, if the Measurement Price is greater than the Target Price but less than \$63.75 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

9. Ms. Wilson was issued 2,500 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on January 3, 2006. Each Performance Unit will be paid out on January 3, 2009 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 3, 2009 (the "Measurement Price") is equal to or greater than \$67.37 (the "Target Price"). The payout for each Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated amount in between one and two shares of Common Stock, if the Measurement Price is greater than the Target Price but less than \$79.49 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

**Remarks:**

/s/Denise Wilson

09/12/2006

\*\* 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 5 (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.**

September 7, 2006

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David W. Crane, Timothy W. J. O'Brien, Tanuja M. Dehne and Deborah R. Fry, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of NRG Energy, Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. Each of the undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by each of the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of date first written above.

/s/Denise Wilson  
-----