

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

1. Name and Address of Reporting Person * MATLINPATTERSON LLC (Last) (First) (Middle) 520 MADISON AVE, (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRGEV]	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) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2004	
		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	12/21/2004		S		13,000,000	D	\$ 31.16	8,516,338	I ⁽¹⁾ ⁽²⁾	See footnote ⁽¹⁾ ⁽²⁾

**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					

1. Name and Address of Reporting Person *

MATLINPATTERSON LLC

(Last) (First) (Middle)
520 MADISON AVE

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

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)
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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)
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1. Name and Address of Reporting Person *

MATLIN DAVID J

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

(Street)		
NEW YORK	NY	10022

(City)	(State)	(Zip)
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1. Name and Address of Reporting Person *

PATTERSON MARK R

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

(Street)		
NEW YORK	NY	10022

(City)	(State)	(Zip)
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Explanation of Responses:

1. MatlinPatterson Global Opportunities Partners L.P. (the "Delaware Fund") is the direct beneficial owner of 6,307,264 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 2,197,780 shares of Common Stock of the Issuer. Mr. Patterson is the direct beneficial owner of 11,294 shares of Common Stock.

2. 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 ("MatlinPatterson") is the managing member of Matlin Asset Management. David J. Matlin and Mark R. Patterson each own 50% of the membership interests of MatlinPatterson. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein and except as set forth in footnote (1).

Remarks:

MatlinPatterson LLC is an indirect beneficial owner, and one or more of the reporting persons are former directors.

Mark R. Patterson is an indirect beneficial owner, except as set forth in footnote (1).

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

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.