Check this box if no

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| | OMB APPROVAL | | | | | | | | | | | |
|---|--------------------------|----------------------|--|--|--|--|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | | | | | |
| | Expires: | December 31, 2014 | | | | | | | | | | |
| ı | Estimated average burden | | | | | | | | | | | |
| - | hours per response | 0.5 | | | | | | | | | | |
| | | | | | | | | | | | | |

longer subject to Section16. Form 4 or Form 5obligations may continue.See Instruction 1(b).17(a)

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 A Burke Carolyn | • | oorting Person [*] | 2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG] | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|--|--------------------------------|-----------------------------|--|--|--|--|--|--|
| (Last) 211 CARNEGI | (First) (Middle) GIE CENTER | | 3. Date of Earliest Transaction (Month/Day/Year) 05/03/2007 | (Check all applicable) Director 10% Owner X Officer (give Other (specify title below) below) VP, Controller | | | | |
| (Street) PRINCETON NJ 08540 (City) (State) (Zip) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |

| 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. Transac Code (Instr. 8) | | | spos | Acquired sed of (D) nd 5) | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: Direct (D) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code | v | Amount | (A) or (D) | Price | Following Reported Transaction(s) (Instr. 3 and 4) | or Indirect (I) (Instr. 4) | | |
| Common Stock, par value .01 per share | 05/03/2007 | | F | | 590 ⁽¹⁾ | D | \$ 81.2 ⁽¹⁾ | 2,910 | D | | |
| Common Stock, par value .01 per share | 05/03/2007 | | J | | 65 ⁽²⁾ | D | \$ 81.2 ⁽²⁾ | 2,845 | D | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (e.g., puis, cans, 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. Transac Code (Instr. 8 | | | vative urities uired or osed 0) r. 3, | (Month/Day/Year) ies ad ed 3, | | 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 | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. On May 3, 2004, Ms. Burke was issued 2,000 Restricted Stock Units ("RSU's") by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan (the "LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. On May 3, 2007, 2,000 of the originally granted 2,000 RSUs vested. Pursuant to the LTIP, Ms. Burke elected to satisfy her tax withholding obligation upon the exchange of common stock for RSU's by surrendering a number of shares of common stock having a value on the date of the exchange equal to the tax withholding obligation. This form is being filed to reflect the surrender of 590 shares of common stock to satisfy the grantee's tax withholding obligation.

2. RSU's that vested on May 3, 2007 are considered eligible income, up to IRS limits, for 401(k) purposes. Ms. Burke elected to have vested RSU's withheld to satisfy her 401(k) pre-tax employee contribution upon the exchange of common stock for RSU's by surrendering a number of shares of common stock having a value on the date of the exchange equal to the 401(k) employee contribution. This form is being filed to reflect the surrender of 65 shares of common stock to satisfy the grantee's 401(k) election.

<u>Carolyn J. Burke</u>

** Signature of Reporting Date Person

05/04/2007

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.

August 21, 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 and Tanuja M. Dehne, 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. Carolyn J. Burke

/s/ Carolyn J. Burke