

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

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 * CRANE DAVID W <hr/> (Last) (First) (Middle) ORCHARD HILL, 3071 LAWRENCEVILLE ROAD <hr/> (Street) LAWRENCEVILLE NJ 08648 <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2003	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 12/09/2003	

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	12/05/2003		A		173,394 ⁽¹⁾	A	(2)	173,394	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	Title	Amount or Number of Shares				
Non-Qualified Stock Option	\$24.03	12/05/2003		A		632,751 ⁽³⁾		12/01/2004 ⁽⁴⁾	12/05/2013	Common Stock, \$.01 par value per share	632,751	\$ 0	632,751	D	

Explanation of Responses:

1. Represents restricted stock units issued pursuant to the Restricted Stock Unit Agreement by and between NRG Energy, Inc. (the "Company") and David W. Crane (the "Restricted Stock Unit Agreement") that were initially estimated and reported on Table II of a Form 4 dated December 9, 2003 as being 166,667 units. The Restricted Stock Unit Agreement has since been executed based on the actual reorganization value of the Company at December 5, 2003 and reflects the number of units set forth in the table above.
2. Restricted Stock Units are exchangeable for an equal number of shares of Common Stock, \$.01 par value, on the exercise date.
3. The number of stock options to be issued pursuant to the Grant Agreement by and between the Company and David W. Crane (the "Grant Agreement") were initially estimated and reported on a Form 4 dated December 9, 2003 as being 602,555 options with an exercise price of \$25.00. The Grant Agreement has since been executed based on the actual reorganization value of the Company at December 5, 2003 and reflects the number of stock options and exercise price set forth in the table above.
4. Pursuant to the Grant Agreement, the options will vest and become exercisable as follows: 33 1/3% on December 1, 2004, 33 1/3% on December 1, 2005 and 33 1/3% on December 1, 2006, subject to acceleration under certain circumstances as set forth therein.

/s/ David W. Crane 01/22/2004

** Signature of Reporting Date
Person

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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