

Gutierrez Mauricio
 Form 3
 March 05, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Gutierrez Mauricio | | (Month/Day/Year) | NRG ENERGY, INC. [NRG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 03/03/2008 | | |
| NRG ENERGY, INC.,Â 211 | | | (Check all applicable) | |
| CARNEGIE CENTER | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| PRINCETON,Â NJÂ 08540 | | | Sr VP, Commercial Operations | |
| (City) | (State) | (Zip) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <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 | 14,268 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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 of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------|---------------------------|--------------------|--|----------------------------------|--------------------|----------------------------------|---|
| Non-Qualified Stock Options | 08/01/2006 ⁽²⁾ | 08/01/2011 | Common Stock, par value \$.01 per share | 1,000 | \$ 19.4 | D | Â |
| Non-Qualified Stock Options | 05/31/2007 ⁽³⁾ | 05/31/2012 | Common Stock, par value \$.01 per share | 23,256 | \$ 24.875 | D | Â |
| Non-Qualified Stock Options | 05/31/2009 ⁽⁴⁾ | 05/31/2012 | Common Stock, par value \$.01 per share | 34,884 | \$ 24.875 | D | Â |
| Non-Qualified Stock Options | 01/03/2008 ⁽⁵⁾ | 01/03/2013 | Common Stock, par value \$.01 per share | 7,400 | \$ 27.915 | D | Â |
| Non-Qualified Stock Options | 07/26/2008 ⁽⁶⁾ | 07/26/2013 | Common Stock, par value \$.01 per share | 22,000 | \$ 37.73 | D | Â |
| Non-Qualified Stock Options | 01/02/2009 ⁽⁷⁾ | 01/02/2014 | Common Stock, par value \$.01 per share | 6,200 | \$ 42.82 | D | Â |
| Performance Units | 08/01/2008 | 08/01/2015 | Common Stock, par value \$.01 per share | 4,000 | \$ ⁽⁸⁾ | D | Â |
| Performance Units | 05/31/2009 | 05/31/2016 | Common Stock, par value \$.01 per share | 17,600 | \$ ⁽⁹⁾ | D | Â |
| Performance Units | 05/31/2011 | 05/31/2016 | Common Stock, par value \$.01 per share | 17,600 | \$ ⁽¹⁰⁾ | D | Â |
| Performance Units | 01/03/2010 | 01/03/2017 | Common Stock, par value \$.01 per share | 3,600 | \$ ⁽¹¹⁾ | D | Â |
| Performance Units | 07/26/2010 | 07/26/2017 | Common Stock, par value \$.01 | 11,000 | \$ ⁽¹²⁾ | D | Â |

| | | | | | | | | |
|-------------------|------------|------------|------------------------|-----------|---------|---|---|--|
| | | | | per share | | | | |
| | | | | Common | | | | |
| Performance Units | 01/02/2011 | 01/02/2018 | Stock, par value \$.01 | 2,400 | \$ (13) | D | Â | |
| | | | per share | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gutierrez Mauricio NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540 | Â | Â | Â Sr VP, Commercial Operations | Â |

Signatures

/s/ Mauricio Gutierrez 03/05/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Represents Restricted Stock Units ("RSUs") issued to Mr. Gutierrez by NRG Energy, Inc. ("NRG") under NRG's Long-Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. Mr. Gutierrez will receive from NRG one such share of Common Stock, as follows: (i) 1,000 shares on August 1, 2008; (ii) 4,534 shares on May 31, 2009; (iii) 800 shares on January 3, 2010; (iv) 2,800 shares on July 26, 2010; (v) 600 shares on January 2, 2011; and (vi) 4,534 on May 31, 2011.
- (2) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Gutierrez, the Stock Options vested and became exercisable as follows: 33 1/3% on August 1, 2006 and 33 1/3% on August 1, 2007. The remaining 33 1/3% will vest on August 1, 2008.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Gutierrez, 33 1/3% of the Stock Options vested on May 31, 2007. The remaining balance will vest as follows: 33 1/3% on May 31, 2008 and 33 1/3% on May 31, 2009.
- (4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Gutierrez, the Stock Options will vest and become exercisable as follows: 33 1/3% on May 31, 2009; 33 1/3% on May 31, 2010; and 33 1/3% on May 31, 2011.
- (5) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Gutierrez, 33 1/3% of the Stock Options vested on January 3, 2008. The remaining balance will vest as follows: 33 1/3% on January 3, 2009 and 33 1/3% on January 3, 2010.
- (6) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Gutierrez, the Stock Options will vest and become exercisable as follows: 33 1/3% on July 26, 2008; 33 1/3% on July 26, 2009; and 33 1/3% on July 26, 2010.
- (7) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Gutierrez, the Stock Options will vest and become exercisable as follows: 33 1/3% on January 2, 2009; 33 1/3% on January 2, 2010; and 33 1/3% on January 2, 2011.
- (8) 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 \$26.875 (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 \$31.50 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.
- (9) Each Performance Unit will be paid out on May 31, 2009 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to May 31, 2009 (the "Measurement Price") is equal to or greater than \$34.20 (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 \$40.12

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(the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

Each Performance Unit will be paid out on May 31, 2011 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to May 31, 2011 (the "Measurement Price") is equal to or greater than \$34.20 (the "Target Price"). The payout for each

- (10) 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 \$40.12 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

Each Performance Unit will be paid out on January 3, 2010 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 3, 2010 (the "Measurement Price") is equal to or greater than \$38.095 (the "Target Price"). The payout for each

- (11) 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 \$44.74 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

Each Performance Unit will be paid out on July 26, 2010 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to July 26, 2010 (the "Measurement Price") is equal to or greater than \$51.63 (the "Target Price"). The payout for each

- (12) 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 \$60.62 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

Each Performance Unit will be paid out on January 2, 2011 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 2, 2011 (the "Measurement Price") is equal to or greater than \$60.16 (the "Target Price"). The payout for each

- (13) 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 \$70.35 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

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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