

NRG ENERGY, INC.
Form 4
August 16, 2006

FORM 4

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

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 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 *
BLACKSTONE MANAGEMENT ASSOCIATES IV LLC

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP, 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NRG ENERGY, INC. [NRG]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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. 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 \$0.01 per share	08/15/2006		S		3,309,582	D	\$ 48.41 (1)
							3,309,583
							I
							See footnotes (1) (2) (3) (4)
Common Stock, par value \$0.01 per share	08/15/2006		S		629,828	D	\$ 48.41 (1)
							629,827
							I
							See footnotes (1) (2) (3) (4)
Common Stock, par	08/15/2006		S		57,685	D	\$ 48.41
							57,685
							I
							See footnotes

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value					<u>(1)</u>				<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
\$0.01 per share									
Common Stock, par value	08/15/2006		S	208,160	D	\$ 48.41	208,160	I	See footnotes
\$0.01 per share						<u>(1)</u>			<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock, par value	08/15/2006		S	7,625	D	\$ 48.41	7,626	I	See footnotes
\$0.01 per share						<u>(1)</u>			<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

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

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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 (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLACKSTONE MANAGEMENT ASSOCIATES IV LLC C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154			X	See Remarks
			X	See Remarks

Blackstone TG Capital Partners IV L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		
Blackstone TG Capital Partners IV-B L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X	See Remarks
BLACKSTONE CAPITAL PARTNERS IV-A LP C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X	See Remarks
BLACKSTONE FAMILY INVESTMENT PARTNERSHIP IV-A LP C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X	See Remarks
Blackstone Participation Partnership IV L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X	See Remarks
PETERSON PETER G C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X	See Remarks
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X	See Remarks

Signatures

/s/ David Foley (on behalf of Blackstone Management Associates IV L.L.C.)

08/16/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

(1) On August 15, 2006, Blackstone TG Capital Partners IV L.P. ("BCP IV"), Blackstone TG Capital Partners IV-B L.P. ("BCP IV-B"), Blackstone Capital Partners IV-A L.P. ("BCP IV-A"), Blackstone Family Investment Partnership IV-A L.P. ("BFIP") and Blackstone Participation Partnership IV L.P. ("BPP", and together with BCP IV, BCP IV-B, BCP IV-A and BFIP, the "Blackstone Funds") sold respectively 3,309,582, 629,828, 57,685, 208,160 and 7,625 shares (4,212,880 shares in total) of NRG Energy, Inc.'s common stock (the "Common Stock"), to Morgan Stanley & Co. Incorporated at a price of \$48.41 per share (the "Resale"). Following completion of the Resale, BCP IV, BCP IV-B, BCP IV-A, BFIP and BPP directly own respectively 3,309,583, 629,827, 57,685, 208,160 and 7,626 shares of Common Stock reported as beneficially owned in the above table.

(2) Blackstone Management Associates IV L.L.C. ("BMA") is the sole general partner of each of the Blackstone Funds and, as such, may be deemed to share beneficial ownership of the shares of Common Stock held by the Blackstone Funds. Messrs. Peter G. Peterson and Stephen A. Schwarzman are the founding members of BMA and, as such, may be deemed to share beneficial ownership of the shares of Common Stock held by the Blackstone Funds.

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- (3) Information with respect to each of the Reporting Persons is given solely by such Reporting Persons, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, each of the Reporting Persons, other than the Blackstone Funds, herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any of the shares of Common Stock covered by this Statement. Each of BMA, Messrs. Peter G. Peterson and Stephen A. Schwarzman disclaims beneficial ownership of the Common Stock, except to the extent of its or his pecuniary interest in such shares of Common Stock.
- (4)

Remarks:

As described in Amendment No. 1 to Schedule 13D ("Amendment No. 1") filed on August 11, 2006 with respect to the Comm

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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