

MULLER EDWARD R
Form 4
December 18, 2012

FORM 4

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

OMB APPROVAL

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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 *
MULLER EDWARD R

(Last) (First) (Middle)

NRG ENERGY, INC., 211
CARNEGIE CENTER

(Street)

PRINCETON, NJ 08533

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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. 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$.01 per share	12/14/2012		A		291,095 (1)	D	
Common Stock, par value \$.01 per share	12/14/2012		A		5,000 (2)	D	
Common Stock, par value \$.01 per share	12/14/2012		A		138,128 (4)	D	
					(3)		
					(5)		

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Common
Stock, par
value \$.01
per share 12/14/2012 A 144,773 A (6) 144,773 I By Trust

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 71.55	12/14/2012		A		139,908		12/14/2012	01/13/2016	Common Stock, par value \$.01 per share	139,908
Stock Option (right to buy)	\$ 72.7	12/14/2012		A		137,619		12/14/2012	02/17/2016	Common Stock, par value \$.01 per share	137,619
Stock Option (right to buy)	\$ 107.41	12/14/2012		A		45,071		12/14/2012	03/07/2013	Common Stock, par value \$.01 per share	45,071
Stock Options (right to buy)	\$ 30.19	12/14/2012		A		76,420		12/14/2012	03/03/2019	Common Stock, par value \$.01 per share	76,420
Stock Option (right to buy)	\$ 38.33	12/14/2012		A		69,491		12/14/2012	03/11/2020	Common Stock, par value \$.01 per share	69,491

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- (11) Received in the Merger in exchange for a stock option to acquire 571,473 shares of GenOn Energy, Inc. common stock for \$4.66 per share.
- (12) Received in the Merger in exchange for a stock option to acquire 744,641 shares of GenOn Energy, Inc. common stock for \$3.81 per share.
- (13) Received in the Merger in exchange for a stock option to acquire 1,166,823 shares of GenOn Energy, Inc. common stock for \$2.44 per share.

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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