

Garaialde Jacques
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 *
KKR Millennium GP Energy LLC

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET

(Street)

NEW YORK, NY 10019

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 08/15/2006 | | S | | 4,099,941 | D | \$ 48.41 <u>(1)</u> |
| | | | | | 4,099,941 | I | |
| Common Stock, par value \$0.01 per share | 08/15/2006 | | S | | 215,786 | D | \$ 48.41 <u>(1)</u> |
| | | | | | 215,786 | I | |

See footnotes (1) (2) (3) (4) (5)

See footnotes (1) (2) (3) (4) (5)

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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) | 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 |
| KKR Millennium GP Energy LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | | X | | See Remarks |
| KKR Millennium Fund Energy LP C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | | X | | See Remarks |
| KKR Partners III, L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | | X | | See Remarks |
| KKR Associates Millennium Energy L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET NEW YORK, NY 10019 | | X | | See Remarks |
| KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET | | X | | See Remarks |

NEW YORK, NY 10019

ROBERTS GEORGE R

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH STREET

NEW YORK, NY 10019

X

See Remarks

FISHER TODD A

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH STREET

NEW YORK, NY 10019

X

See Remarks

Garaialde Jacques

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH STREET

NEW YORK, NY 10019

X

See Remarks

GOLKIN PERRY

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH STREET

NEW YORK, NY 10019

X

See Remarks

GREENE JAMES H JR

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH STREET

NEW YORK, NY 10019

X

See Remarks

Signatures

/s/ William J. Janetschek, by power of attorney for all Reporting
Persons

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, KKR Millennium Fund (Energy) L.P. ("Millennium Energy") and KKR Partners III, L.P. (Series I) ("KKR Partners" and together with Millennium Energy, the "KKR Funds") sold respectively 4,099,941 and 215,786 shares (4,315,727 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, Millennium Energy and KKR Partners directly own respectively 4,099,941 and 215,786 shares of Common Stock reported as beneficially owned in the above table.

(2) As general partner of Millennium Energy, KKR Associates Millennium (Energy) L.P. ("KKR Associates") may be deemed to be the beneficial owner of the Common Stock held by Millennium Energy. As the general partner of KKR Associates, KKR Millennium GP (Energy) LLC ("KKR GP LLC") also may be deemed to be the beneficial owner of the Common Stock held by Millennium Energy. As general partner of KKR Partners, KKR GP LLC may be deemed to be the beneficial owner of the Common Stock held by KKR Partners.

(3) Henry R. Kravis, George R. Roberts, Todd A. Fisher, Jacques Garaialde, Perry Golkin, James H. Greene, Jr., Johannes P. Huth, Marc S. Lipschultz, Michael W. Michelson, Alexander Navab and Paul E. Raether are the members of KKR GP LLC (the "Members"), and as such may be deemed to share beneficial ownership of any Common Stock that KKR GP LLC may be deemed to beneficially own. Each Reporting Person disclaims beneficial ownership of the Common Stock, except to the extent of its or his pecuniary interest therein.

(4) The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, any Reporting Person is the beneficial owner of any Common Stock covered by this statement.

(5) Due to limitations on Form 4, certain persons described as beneficial owners or deemed beneficial owners of the securities reported on this Form 4 are filing as reporting persons on a separate Form 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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