Edgar Filing: NRG ENERGY, INC. - Form 4

NRG ENERG	GY, INC.										
Form 4											
August 26, 20	005										
FORM		OMB APPROVAL									
Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer								Expires:	January 31, 2005		
subject to Section 10 Form 4 or	IGES IN SECUR		ICIA	L OWI	NERSHIP OF	Estimated a burden hou response	iverage				
Form 5 obligations may continue. See Instruction 1(b). 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 R	Responses)										
1. Name and A TATE HER	er Name and Ticker or Trading ENERGY, INC. [NRG]				5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (Mid	ddle) 3. Date o	3. Date of Earliest Transaction (Chec.						k all applicable)		
NRG ENER CARNEGIE	Day/Year) 005				XDirector10% Owner Officer (give titleOther (specify below)below)						
	endment, Date Original				6. Individual or Joint/Group Filing(Check						
PRINCETO	nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State) (Z	^{ip)} Tab	le I - Non-E	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	4	2A. Deemed Execution Date, if any (Month/Day/Year)	Date, if Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock, par value 0.01 per share (1)	08/24/2005		S <u>(2)</u>	400 <u>(1)</u> (2)	D	\$ 38.88	7,329	D			
Common Stock, par value \$0.01 per share (1)	08/24/2005		S <u>(2)</u>	300 <u>(1)</u> (2)	D	\$ 38.85	7,029	D			

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

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information contained in this form are not
required to respond unless the formSEC 1474
(9-02)

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displays a currently valid OMB control number.

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)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o where reality real cost	Director	10% Owner	Officer	Other				
TATE HERBERT H NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540	Х							
Signatures								
/s/ Tanuja M. Dehne, under Power of Attorney			08/25/2005					
**Signature of Reporting Perso	m		Date					
Explanation of Responses:								

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).

On March 12, 2004, NRG Energy, Inc. (the "Company") issued 4,412 Deferred Stock Units to Mr. Tate under the Company?s Long Term Incentive Plan. Each Deferred Stock Unit is equivalent in value to one share of the Company?s Common Stock, par value \$0.01. On

- January 1, 2005, 25 % (1,103 units) of the 4,412 Deferred Stock Units were exchanged for such Common Stock on a one-to-one basis. The remaining units will be exchanged on the following schedule: (i) 25% (1,103 units) on January 1, 2006; (ii) 25% (1,103 units) on January 1, 2007; and (iii) 25% (1,103 units) on January 1, 2008.
- (2) Mr. Tate sold the shares in order to cover the tax liability associated with the exchange of Deferred Stock Units to Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.