NRG ENERGY, INC.

Form 4

August 26, 2005

FORM 4

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

OMB again

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person *

TATE HERBERT H

(First) (Middle)

NRG ENERGY, INC., 211 CARNEGIE CENTER

CENTER

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

NRG ENERGY, INC. [NRG]

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

4. If Amendment, Date Original

Filed(Month/Day/Year)

08/24/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director ______ 10% Owner Officer (give title _____ Other (specify

below) below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

PRINCETON, NJ 08540

(City)	(State)	(Zip) Table	e I - Non-D	erivative Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	or Amount (D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01 per share (1)	08/24/2005		S(2)	400 (1) (2) D	\$ 38.88	7,329	D	
Common Stock, par value \$0.01 per share (1)	08/24/2005		S(2)	300 (1) (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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title Number	Number		
				~	<i>(</i> 1)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Transfer de la companya de la compan	Director	10% Owner	Officer	Other		
TATE HERBERT H NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540	X					

Signatures

/s/ Tanuja M. Dehne, under Power of Attorney 08/25/2005

**Signature of Reporting Person

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

Date

- (1) 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.

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