

NRG ENERGY, INC.
Form 3
May 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Hoffmann M Stephen | | (Month/Day/Year) | NRG ENERGY, INC. [NRG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 05/01/2006 | | |
| NRG ENERGY, INC., 211 | | | (Check all applicable) | |
| CARNEGIE CENTER | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| PRINCETON, NJ 08540 | | | Sr VP & Pres, Western Region | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common stock, par value \$0.01 per share ⁽¹⁾ | 1,900 ⁽¹⁾ ⁽²⁾ | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | | |

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| | | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|----------------------------------|---------------------------|---------------------------|---------------------------------------------------|-------------------|----------------------------------|---|
| Non-Qualified Stock Options | 01/03/2007 ⁽³⁾ | 01/03/2012 ⁽⁴⁾ | Common Stock, par value \$0.01 per share 3,100 | \$ 47.95 | D | Â |
| Performance Units ⁽⁵⁾ | 01/03/2009 ⁽⁵⁾ | 01/03/2009 ⁽⁵⁾ | Common Stock, par value \$0.01 per share 1,400 | \$ ⁽⁵⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hoffmann M Stephen NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540 | Â | Â | Â Sr VP & Pres, Western Region | Â |

Signatures

M. Stephen Hoffmann 05/09/2006

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Represents the following securities issued to Mr. Hoffmann by NRG Energy, Inc. under NRG's Long Term Incentive Plan: (i) 500 Restricted Stock Units ("RSUs") issued on March 2, 2004; (ii) 1,000 RSUs issued on August 1, 2005; and (iii) 400 RSUs issued on January 3, 2006.

(2) Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$0.01. Mr. Hoffmann will receive from NRG one such share of Common Stock for each RSU as follows: (i) 500 shares on March 2, 2007; (ii) 1,000 shares on August 1, 2008; and (iii) 400 shares on January 3, 2009.

(3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Hoffmann, the Stock Option will vest and become exercisable as follows: 33 1/3% on January 3, 2007; 33 1/3% on January 3, 2008; and 33 1/3% on January 3, 2009.

(4) Stock Options expire six years from the date of grant.

Mr. Hoffmann was issued 700 Performance Units by NRG Energy, Inc. under NRG Energy, Inc's Long Term Incentive Plan on January 3, 2006. Each Performance Unit will be paid out on January 3, 2009 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 3, 2009 (the "Measurement Price") is equal to or greater than \$67.37 (the "Target Price"). The payout for each Performance Unit will be equal to: (i) one share of Common Stock, if the Measurement Price equals the Target Price; (ii) a prorated amount in between one and two shares of Common Stock, if the Measurement Price is greater than the Target Price but less than \$79.49 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

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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