

Freeland Clint  
Form 3  
March 05, 2008

**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 <b>and</b> Ticker or Trading Symbol	
Â Freeland Clint		(Month/Day/Year)	NRG ENERGY, INC. [NRG]	
(Last)	(First)	03/03/2008	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
NRG ENERGY, INC.,Â 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,Â NJÂ 08540			Sr. VP & CFO	
(City)	(State)	(Zip)		6. Individual or Joint/Group Filing(Check Applicable Line)
				<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 \$ .01 per share	8,662 <sup>(1)</sup>	D	Â

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	Title			



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Includes Restricted Stock Units ("RSU") issued to Mr. Freeland by NRG Energy, Inc. ("NRG") under NRG's Long-Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. Mr. Freeland will receive from NRG one such share of Common Stock, as follows: (i) 2,000 shares on August 1, 2008; (ii) 3,800 shares on February 3, 2009; (iii) 800 shares on January 3, 2010; (iv) 820 shares on May 16, 2010; and (v) 600 shares on January 2, 2011.

- (2) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Freeland, 33 1/3% of the Stock Options vested on January 3, 2008. The remaining balance will vest as follows: 33 1/3% on January 3, 2009 and 33 1/3% on January 3, 2010.
- (3) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Freeland, the Stock Options will vest and become exercisable as follows: 33 1/3% on May 16, 2008; 33 1/3% on May 16, 2009; and 33 1/3% on May 16, 2010.
- (4) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Freeland, the Stock Options will vest and become exercisable as follows: 33 1/3% on January 2, 2009; 33 1/3% on January 2, 2010; and 33 1/3% on January 2, 2011.

- Each Performance Unit will be paid out on January 3, 2010 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 3, 2010 (the "Measurement Price") is equal to or greater than \$38.095 (the "Target Price"). The payout for
- (5) 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 \$44.74 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

- Each Performance Unit will be paid out on May 16, 2010 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to May 16, 2010 (the "Measurement Price") is equal to or greater than \$57.20 (the "Target Price"). The payout for each
- (6) 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 \$67.11 (the "Maximum Price"); and (iii) two shares of Common Stock, if the Measurement Price is equal to or greater than the Maximum Price.

- Each Performance Unit will be paid out on January 2, 2011 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to January 2, 2011 (the "Measurement Price") is equal to or greater than \$60.16 (the "Target Price"). The payout for
- (7) 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 \$70.35 (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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