

Winn Steve
 Form 3
 January 04, 2006

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 | |
| Winn Steve | | (Month/Day/Year) | NRG ENERGY, INC. [NRG] | |
| (Last) | (First) | 01/03/2006 | | |
| NRG ENERGY, INC., 211 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| CARNEGIE CENTER | | | | |
| (Street) | | | (Check all applicable) | |
| PRINCETON, NJ 08540 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive Vice President | |

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) 5,230 (1) (2) (3) | 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 Option | 11/19/2005 ⁽⁴⁾ | 11/19/2010 ⁽⁵⁾ | Common Stock, par value \$0.01 per share | 8,000 | \$ 31.48 | D | Â |
| Non-Qualified Stock Option | 08/01/2006 ⁽⁶⁾ | 08/01/2011 ⁽⁵⁾ | Common Stock, par value \$0.01 per share | 7,000 | \$ 38.8 | D | Â |
| Performance Units ⁽⁷⁾ | 08/01/2008 ⁽⁷⁾ | 08/01/2008 ⁽⁷⁾ | Common Stock, par value \$0.01 per share | 4,000 | \$ ⁽⁷⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Winn Steve NRG ENERGY, INC. 211 CARNEGIE CENTER PRINCETON, NJ 08540 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Tanuja M. Dehne, under Power of Attorney
 **Signature of Reporting Person
 01/04/2006
 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. Winn by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan: (i) 4,000 Restricted Stock Units issued on November 19, 2004; (ii) 230 Deferred Stock Units issued on March 14, 2005; and (iii) 1,000 Restricted Stock Units issued on August 1, 2005.
- Each Restricted Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. Winn will receive from NRG Energy, Inc. one such share of Common Stock for each Restricted Stock Unit on the following schedule: (i) 4,000 shares on November 19, 2007 and (ii) 1,000 shares on August 1, 2008.
- Each Deferred Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. Winn will receive from NRG Energy, Inc. one such share of Common Stock for each Deferred Stock Unit (230) on December 5, 2007.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, the Stock Options vest and become exercisable as follows: 33 1/3% on November 19, 2005; 33 1/3% on November 19, 2006; and 33 1/3% on November 19, 2007.
- Stock Options expire six years from the date of grant.

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- (6) Pursuant to the Grant Agreement by and between NRG Energy, Inc. and Mr. Winn, the Stock Options will vest and become exercisable as follows: 33 1/3% on August 1, 2006; 33 1/3% on August 1, 2007; and 33 1/3% on August 1, 2008.

Mr. Winn was issued 2,000 Performance Units by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan on August 1, 2005. Each Performance Unit will be paid out on August 1, 2008 if the average closing price of NRG Energy, Inc.'s Common Stock for the ten trading days prior to August 1, 2008 (the "Measurement Price") is equal to or greater than \$54.50 (the "Target Price"). The payout

- (7) 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 \$63.75 (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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