

Killinger Elizabeth R
 Form 4
 January 07, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 Killinger Elizabeth R

(Last) (First) (Middle)
 NRG ENERGY, INC., 804
 CARNEGIE CENTER
 (Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NRG ENERGY, INC. [NRG]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/03/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & President, NRG Retail

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	01/03/2019		F		2,280	D	(1) 111,929 (2)
Common Stock, par value \$.01 per share	01/04/2019		F		9,587	D	(3) 102,342 (4)
Common Stock, par value \$.01 per share	01/04/2019		M		84,388	A	(5) 186,730

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Common Stock, par value \$.01 per share	01/04/2019	M	2,608	A	<u>(6)</u>	189,338	D
Common Stock, par value \$.01 per share	01/04/2019	F	34,233	D	<u>(7)</u>	155,105 <u>(8)</u>	D
Common Stock, par value \$.01 per share	01/04/2019	A	9,922	A	\$ 19.83	165,027	D
Common Stock, par value \$.01 per share	01/04/2019	S	9,922	D	\$ <u>(8)</u> 38.47	155,105	D
Common Stock, par value \$.01 per share	01/04/2019	S	25,078	D	\$ <u>(8)</u> 38.5	130,027 <u>(9)</u>	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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Stock Units	<u>(5)</u>	01/04/2019		M	84,388	01/04/2019	01/04/2019	Common Stock, par value \$.01 per share	42,19
Dividend Equivalent	<u>(6)</u>	01/04/2019		M	2,608	<u>(6)</u>	01/04/2019	Common Stock, par	2,608

Rights								value \$.01 per share	
Employee Stock Option (right to buy)	\$ 19.83	01/04/2019	M	9,922	01/03/2011	01/03/2021	Common Stock, par value	9,922	\$.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Killinger Elizabeth R NRG ENERGY, INC. 804 CARNEGIE CENTER PRINCETON, NJ 08540			EVP & President, NRG Retail	

Signatures

/s/ Christine Zoino, by Power of Attorney

01/07/2019

**Signature of Reporting Person

Date

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 January 3, 2017, Ms. Killinger was issued 27,855 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value
(1) \$.01. On January 3, 2019, 9,295 shares vested. Ms. Killinger elected to satisfy her tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 2,280 shares of common stock to satisfy the grantee's tax withholding obligation.

In connection with the vesting of the RSUs described above, 92 DERs vested. Dividend equivalent rights accrue on the reporting person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.
(2)

On January 4, 2018, Ms. Killinger was issued 79,596 Restricted Stock Units ("RSUs") by NRG Energy, Inc. under NRG Energy, Inc.'s Amended and Restated Long Term Incentive Plan. Each RSU is equivalent in value to one share of NRG's Common Stock, par value
(3) \$.01. On January 4, 2019, 26,532 shares vested. Ms. Killinger elected to satisfy her tax obligation upon the exchange of common stock for RSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 9,587 shares of common stock to satisfy the grantee's tax withholding obligation.

In connection with the vesting of the RSUs described above, 820 DERs vested. Dividend equivalent rights accrue on the reporting person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.
(4)

The Reporting Person was issued 42,194 Market Stock Units by NRG under the LTIP on January 4, 2016 that vested on January 4, 2019. On the vesting date the Reporting Person was entitled to receive a maximum of 84,388 shares of Common Stock if the company achieved 100% increase in total shareholder return since the grant date (the "Maximum"), 42,194 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target") or 31,645 shares of Common Stock if there is a 25% decrease in total shareholder return since the grant date (the "Threshold"). The Reporting Person would not have received any shares of Common Stock if total shareholder return had decreased by more than 25% since the grant date. The number of shares that the Reporting Person could have
(5)

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received in interpolated for total shareholder return fall between Threshold, Target and Maximum levels. On January 4, 2019 she vested in 84,388 shares.

- (6) In connection with the vesting of the MSUs described above, an incremental 2,608 DERs vested. Dividend equivalent rights accrue on the Reporting Person's restricted stock units, market stock units or relative performance stock units, which become exercisable proportionately with the restricted stock units, market stock units or relative performance stock units to which they relate and may only be settled in NRG common stock. Each dividend equivalent right is the economic equivalent of one share of NRG common stock.

- (7) The Reporting Person elected to satisfy his tax withholding obligation upon the exchange of common stock for MSUs having a value on the date of the exchange equal to the withholding obligation. This form reflects the surrender of 34,233 shares of common stock to satisfy the grantee's tax withholding obligation.

- (8) This transaction was executed in multiple trades at prices ranging from \$37.91 to \$38.92. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 17, 2018.

- (9) Includes 1,943 DERs.

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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