

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HOBBY PAUL W</u>  (Last) (First) (Middle) <u>NRG ENERGY, INC.</u> <u>211 CARNEGIE CENTER</u>  (Street) <u>PRINCETON NJ 08540</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NRG ENERGY, INC. [ NRG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2006</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 \$0.01 per share <sup>(1)</sup>	03/08/2006		A		2,027 <sup>(1)</sup>	A	(2)	2,027	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 1. Represents Deferred Stock Units issued to Mr. Hobby by NRG Energy, Inc. under NRG Energy, Inc.'s Long Term Incentive Plan.
- 2. Each Deferred Stock Unit is equivalent in value to one share of NRG Energy, Inc.'s Common Stock, par value \$0.01. Mr. Hobby will receive from NRG Energy, Inc. one such share of Common Stock for each Deferred Stock Unit on January 1, 2008.

**Remarks:**

/s/ Tanuja M. Dehne, under 03/10/2006  
Power of Attorney

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

March 3, 2006

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS,  
that  
the undersigned hereby constitutes and appoints each of David W. Crane,  
Timothy W. J. O'Brien and Tanuja M. Dehne, signing singly, the  
undersigned's true and lawful attorney-in-fact to: (i) execute for and on  
behalf of the undersigned, in the undersigned's capacity as an officer  
and/or director and/or owner of greater than 10% of the outstanding  
Common  
Stock of NRG Energy, Inc., a Delaware corporation (the "Company"),  
Forms 3,  
4, and 5 in accordance with Section 16(a) of the Securities  
Exchange Act of  
1934 and the rules thereunder; (ii) do and perform any  
and all acts for and  
on behalf of the undersigned which may be necessary  
or desirable to  
complete and execute any such Form 3, 4, or 5 and timely  
file such form  
with the United States Securities and Exchange Commission  
and any stock  
exchange or similar authority, including the New York Stock  
Exchange; and  
(iii) take any other action of any type whatsoever in  
connection with the  
foregoing which, in the opinion of such  
attorney-in-fact, may be of benefit  
to, in the best interest of, or  
legally required by, the undersigned, it  
being understood that the  
documents executed by such attorney-in-fact on  
behalf of the undersigned  
pursuant to this Power of Attorney shall be in  
such form and shall  
contain such terms and conditions as such  
attorney-in-fact may approve in  
such attorney-in-fact's discretion.

The undersigned hereby grants  
to each such attorney-in-fact full power  
and authority to do and perform  
any and every act and thing whatsoever  
requisite, necessary, or proper to  
be done in the exercise of any of the  
rights and powers herein granted,  
as fully to all intents and purposes as  
the undersigned might or could do  
if personally present, with full power of  
substitution or revocation,  
hereby ratifying and confirming all that such  
attorney-in-fact's  
substitute or substitutes, shall lawfully do or cause to  
be done by  
virtue of this power of attorney and the rights and powers  
herein  
granted. Each of the undersigned acknowledges that the foregoing  
attorneys-in-fact, in serving in such capacity at the request of the  
undersigned, are not assuming, nor is the Company assuming, any of the  
undersigned's responsibilities to comply with Section 16 of the  
Securities  
Exchange Act of 1934.

This Power of Attorney shall  
remain in full

force and effect until the undersigned is no longer  
required to file Forms  
3, 4, and 5 with respect to the undersigned's  
holdings of and transactions  
in securities issued by the Company, unless  
earlier revoked by each of the  
undersigned in a signed writing delivered  
to the foregoing  
attorneys-in-fact.

IN WITNESS WHEREOF, the  
undersigned have caused  
this Power of Attorney to be executed as of date  
first written above.

Paul W. Hobby

/s/ Paul W. Hobby

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