

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

1. Name and Address of Reporting Person* BETOLAZA RAMON <hr/> (Last) (First) (Middle) 520 MADISON AVENUE <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/15/2003	3. Issuer Name and Ticker or Trading Symbol NRG ENERGY INC [NRGEV]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 12/15/2003 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21,505,044 ⁽¹⁾	I ⁽²⁾ ⁽³⁾	See footnotes (2) and (3)

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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares ^M			

Explanation of Responses:

1. This represents the actual number of shares that were issued to the entities specified below after giving effect to the reallocation procedures of the Issuer subsequent to the original Form 3. These Shares were actually issued on 12/30/03.
2. MatlinPatterson Global Opportunities Partners L.P. (the "Delaware Fund") is the direct beneficial owner of 15,947,947 shares of Common Stock of the Issuer. MatlinPatterson Global Opportunities Partners (Bermuda) L.P. (the "Bermuda Fund" and together with the Delaware Fund, the "Fund") is the direct beneficial owner of 5,557,097 shares of Common Stock of the Issuer. Pursuant to their limited partnership agreements and other agreements, certain related entities of the Fund, including, but not limited to, MatlinPatterson Global Opportunities Investments LP and MatlinPatterson Global Opportunities Partners (Domestic) LP, have the right, directly or indirectly, to receive distributions of carried interest from the Fund.
3. The reporting person is a limited partner in MatlinPatterson Global Opportunities Partners (Domestic) LP, and, accordingly, may be deemed to have a pecuniary interest in distributions from the Fund that relate indirectly to securities of the Issuer. The reporting person disclaims beneficial ownership of any securities of the Issuer.

/s/ Ramon Betolaza 01/05/2004
 ** Signature of Reporting Date
 Person

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 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).

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.