

OMB APPROVAL	
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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* BLACKSTONE MANAGEMENT ASSOCIATES IV LLC (Last) (First) (Middle) C/O THE BLACKSTONE GROUP 345 PARK AVENUE (Street) NEW YORK NY 10154 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NRG ENERGY, INC. [NRG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2006	
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	08/15/2006		s		3,309,582	D	\$48.41 ⁽¹⁾	3,309,583	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Common Stock, par value \$0.01 per share	08/15/2006		s		629,828	D	\$48.41 ⁽¹⁾	629,827	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Common Stock, par value \$0.01 per share	08/15/2006		s		57,685	D	\$48.41 ⁽¹⁾	57,685	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Common Stock, par value \$0.01 per share	08/15/2006		s		208,160	D	\$48.41 ⁽¹⁾	208,160	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Common Stock, par value \$0.01 per share	08/15/2006		s		7,625	D	\$48.41 ⁽¹⁾	7,626	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*

[BLACKSTONE MANAGEMENT ASSOCIATES IV LLC](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Blackstone TG Capital Partners IV L.P.](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Blackstone TG Capital Partners IV-B L.P.](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BLACKSTONE CAPITAL PARTNERS IV-A LP](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP IV-A LP

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Blackstone Participation Partnership IV L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

PETERSON PETER G

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SCHWARZMAN STEPHEN A

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
345 PARK AVENUE

(Street)

NEW YORK NY 10154

(City) (State) (Zip)

Explanation of Responses:

1. On August 15, 2006, Blackstone TG Capital Partners IV L.P. ("BCP IV"), Blackstone TG Capital Partners IV-B L.P. ("BCP IV-B"), Blackstone Capital Partners IV-A L.P. ("BCP IV-A"), Blackstone Family Investment Partnership IV-A L.P. ("BFIP") and Blackstone Participation Partnership IV L.P. ("BPP", and together with BCP IV, BCP IV-B, BCP IV-A and BFIP, the "Blackstone Funds") sold respectively 3,309,582, 629,828, 57,685, 208,160 and 7,625 shares (4,212,880 shares in total) of NRG Energy, Inc.'s common stock (the "Common Stock"), to Morgan Stanley & Co. Incorporated at a price of \$48.41 per share (the "Resale"). Following completion of the Resale, BCP IV, BCP IV-B, BCP IV-A, BFIP and BPP directly own respectively 3,309,583, 629,827, 57,685, 208,160 and 7,626 shares of Common Stock reported as beneficially owned in the above table.
2. Blackstone Management Associates IV L.L.C. ("BMA") is the sole general partner of each of the Blackstone Funds and, as such, may be deemed to share beneficial ownership of the shares of Common Stock held by the Blackstone Funds. Messrs. Peter G. Peterson and Stephen A. Schwarzman are the founding members of BMA and, as such, may be deemed to share beneficial ownership of the shares of Common Stock held by the Blackstone Funds.
3. Information with respect to each of the Reporting Persons is given solely by such Reporting Persons, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
4. Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, each of the Reporting Persons, other than the Blackstone Funds, herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any of the shares of Common Stock covered by this Statement. Each of BMA, Messrs. Peter G. Peterson and Stephen A. Schwarzman disclaims beneficial ownership of the Common Stock, except to the extent of its or his pecuniary interest in such shares of Common Stock.

Remarks:

As described in Amendment No. 1 to Schedule 13D ("Amendment No. 1") filed on August 11, 2006 with respect to the Common Stock by the Reporting Persons and the other filers listed on the signature pages thereto, as of the date of Amendment No. 1, the Blackstone Funds and certain other Funds (as defined in Amendment No. 1) may have been deemed to be a "group" under Section 13(d) of the Securities Exchange Act and accordingly each Reporting Person may have been deemed to have beneficial ownership of 10% or more of the Common Stock. Following the completion of the Resale, the Reporting Persons are not presently acting in a manner that could deem them to be a "group" with the other Funds within the meaning of Section 13(d) of the Securities Exchange Act with respect to the Common Stock. Each Reporting Person expressly disclaims membership in any such group for the purposes of Section 13(d) of the Securities Exchange Act or for any other purpose. Please see attached Joint Filer Information for signatures of other Reporting Persons.

/s/ David Foley (on behalf of
Blackstone Management 08/16/2006
Associates IV L.L.C.)

** 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.

Joint Filer Information

Date of Event Requiring Statement: August 15, 2006

Issuer Name and Ticker or Trading Symbol: NRG Energy, Inc. [NRG]

Designated Filer: Blackstone Management Associates IV L.L.C.

Other Joint Filers: Blackstone TG Capital Partners IV L.P.
Blackstone TG Capital Partners IV-B L.P.
Blackstone Capital Partners IV-A L.P.
Blackstone Participation Partnership IV L.P.
Blackstone Family Investment Partnership IV-A L.P.
Peter G. Peterson
Stephen A. Schwarzman

Addresses: The principal business address of each of the Joint Filers above is c/o The Blackstone Group, 345 Park Avenue, New York, New York 10154.

Signatures:

BLACKSTONE TG CAPITAL PARTNERS IV L.P.

By: Blackstone Management Associates IV L.L.C., as
General Partner

By: /s/ David Foley

Name: David Foley
Title: Member

BLACKSTONE TG CAPITAL PARTNERS IV-B L.P.

By: Blackstone Management Associates IV L.L.C., as
General Partner

By: /s/ David Foley

Name: David Foley
Title: Member

BLACKSTONE CAPITAL PARTNERS IV-A L.P.

By: Blackstone Management Associates IV L.L.C., as
General Partner

By: /s/ David Foley

Name: David Foley
Title: Member

BLACKSTONE PARTICIPATION PARTNERSHIP IV L.P.

By: Blackstone Management Associates IV L.L.C., as
General Partner

By: /s/ David Foley

Name: David Foley
Title: Member

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP IV-A L.P.

By: Blackstone Management Associates IV L.L.C., as
General Partner

By: /s/ David Foley

Name: David Foley
Title: Member

BLACKSTONE MANAGEMENT ASSOCIATES IV L.L.C.

By: /s/ David Foley

Name: David Foley
Title: Member

/s/ Peter G. Peterson

PETER G. PETERSON

/s/ Stephen A. Schwarzman

STEPHEN A. SCHWARZMAN

Date: August 16, 2006
