

| 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

|   |  |   |
|---|--|---|
| <b>1. Name and Address of Reporting Person*</b><br>Stark Ronald B<br><hr/> (Last) (First) (Middle)<br>NRG ENERGY, INC., 211 CARNEGIE CENTER<br><hr/> (Street)<br>PRINCETON NJ 08540<br><hr/> (City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br>NRG ENERGY, INC. [NRG] | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>VP, Chief Accounting Officer |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br>01/02/2015        |   |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>   |  |   |

| 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  | 01/02/2015                           |  | M                              |   | 461 <sup>(1)</sup>  | A          | \$ 23.64            | 15,290  | D  |   |
| Common Stock, par value \$.01 per share  | 01/02/2015                           |  | A                              |   | 5,337 <sup>(2)</sup>  | A          | \$ 0 <sup>(3)</sup> | 20,627  | D  |   |
| Common Stock, par value \$.01 per share  | 01/03/2015                           |  | M                              |   | 6,622   | A          | <sup>(4)</sup>      | 27,249  | D  |   |
| Common Stock, par value \$.01 per share  | 01/03/2015                           |  | F                              |   | 2,065   | D          | <sup>(5)</sup>      | 25,184  | D  |   |
| Common Stock, par value \$.01 per share  | 01/03/2015                           |  | F                              |   | 889   | D          | <sup>(6)</sup>      | 24,295  | D  |   |

|   |            |  |   |  |     |   |     |        |   |  |
|---|------------|--|---|--|-----|---|-----|--------|---|--|
| Common Stock, par value \$.01 per share | 01/03/2015 |  | F |  | 620 | D | (7) | 23,675 | 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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|---|-------|--|-----------------|---|--|--|--|--|-------|
|  |  |                                      |  | Code                           | V | (A)   | (D)   | Date Exercisable   | Expiration Date |   |  |  |  |  | Title |
| Non-Qualified Stock Options                | \$ 23.64   | 01/02/2015                           |  | M <sup>(1)</sup>               |   |   | 9,000 | 01/02/2012   | 01/02/2015      | Common Stock, par value \$.01 per share                       | 9,000                                      | \$ 0   | 0  | D  |       |
| Market Stock Units                         | (4)  | 01/03/2015                           |  | M                              |   |   | 4,300 | 01/02/2015   | 01/02/2015      | Common Stock, par value \$.01 per share                       | 8,600                                      | \$ 0   | 0  | D  |       |

**Explanation of Responses:**

- The acquisition of 461 shares of common stock reflects the net exercise of the Non-Qualified Stock Options with the remaining shares withheld by the Issuer to cover the exercise price and taxes associated with the automatic exercise.
- Represents Restricted Stock Units issued to the Reporting Person under NRG Energy, Inc.'s Long-Term Incentive Plan ("LTIP").
- Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01 per share. The Reporting Person will receive from NRG one such share of Common Stock for each RSU on January 2, 2018.
- The Reporting Person was issued 4,300 Market Stock Units by NRG under the LTIP on January 2, 2012 that vested on January 2, 2015. On the vesting date the Reporting Person was entitled to receive a maximum of 8,600 shares of Common Stock if the company achieved 100% increase in total shareholder return since the grant date (the "Maximum"), 4,300 shares of Common Stock if there is no change in total shareholder return since the grant date (the "Target"), or 2,150 shares of Common Stock if there is a 50% 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 50% since the grant date. The number of shares of Common Stock that the Reporting Person could have received is interpolated for total shareholder return falling between Threshold, Target and Maximum levels. On January 3, 2015 he vested in 6,622 shares.
- 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 is being filed to reflect the surrender of 2,065 shares of common stock to satisfy the grantee's tax withholding obligation.
- On January 3, 2012, the Reporting Person was issued 88,900 Restricted Stock Units ("RSUs") by NRG under NRG's Long-Term Incentive Plan ("LTIP"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01 per share. On January 3, 2015 shares vested. The Reporting Person elected to satisfy his tax withholding 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 is being filed to reflect the surrender of 889 shares of common stock to satisfy the grantee's tax withholding obligation.
- The Reporting Person was issued 5,047 Restricted Stock Units on January 2, 2014 that vest in 1/3 increments on the anniversary of the grant through January 2, 2017. The Reporting Person vested in 1,682 shares on January 2, 2015 and this Form 4 is being filed to report the withholding of 620 shares to satisfy the grantee's tax withholding obligation.

/s/ Brian Curci, under Power of Attorney 01/06/2015

\*\* 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.

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