

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

<b>1. Name and Address of Reporting Person*</b> DEHNE TANUJA <hr/> (Last) (First) (Middle) NRG ENERGY, INC., 211 CARNEGIE CENTER <hr/> (Street) PRINCETON NJ 08540 <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 12/04/2014	<b>3. Issuer Name and Ticker or Trading Symbol</b> NRG ENERGY, INC. [NRG]	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) SVP and Chief Admin Officer	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> X 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, par value \$.01 per share	37,837 <sup>(1)</sup>	D	

**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 <sup>M</sup>			
Non-Qualified Stock Options	01/02/2012	01/02/2015	Common Stock, par value \$.01 per share	9,000	\$ 23.64	D	
Non-Qualified Stock Options	01/04/2013	01/04/2020	Common Stock, par value \$.01 per share	7,500	\$ 23.87	D	
Non-Qualified Stock Options	01/03/2014	01/03/2021	Common Stock, par value \$.01 per share	11,800	\$ 19.83	D	
Market Stock Units	01/03/2015	01/03/2015	Common Stock, par value \$.01 per share	23,000	\$ <sup>(2)</sup> <sup>(3)</sup>	D	
Market Stock Units	01/02/2016	01/02/2016	Common Stock, par value \$.01 per share	23,000	\$ <sup>(4)</sup> <sup>(5)</sup>	D	
Market Stock Units	01/02/2017	01/02/2017	Common Stock, par value \$.01 per share	22,350	\$ <sup>(6)</sup> <sup>(7)</sup>	D	

**Explanation of Responses:**

1. Includes 19,834 Restricted Stock Units ("RSUs") issued to Ms. Dehne by NRG Energy, Inc. under NRG's Long Term Incentive Plan ("LTIP") and 948 dividend equivalent rights ("DERs"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. Upon vesting of the RSUs, Ms. Dehne will receive from NRG the following: (i) 6,900 shares issued on January 3, 2015; (ii) 6,800 shares issued on January 2, 2016; (iii) 6,134 shares issued on January 2, 2017. Each DER will accrue on Ms. Dehne's RSUs or MSUs and will become exercisable proportionately with the RSUs or MSUs to which they relate and can only be settled in NRG common stock. Each DER is the economic equivalent to one share of NRG common stock.

2. Ms. Dehne was issued 11,500 Market Stock Units ("MSUs") by NRG under the LTIP on January 3, 2012. The MSUs will convert to shares of NRG Common Stock on January 3, 2015 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 3, 2015 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

3. Ms. Dehne will receive a maximum of 23,000 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 11,500 shares of Common Stock if there is no change in TSR since the grant date (the "Target"); or 5,750 shares of Common Stock if there is a 50% decrease in TSR since the grant date (the "Threshold"). Ms. Dehne will not receive any shares of Common Stock if TSR has decreased by more than 50% since the grant date. The number of shares of Common Stock that Ms. Dehne may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

4. Ms. Dehne was issued 11,500 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2013. The MSUs will convert to shares of NRG Common Stock on January 2, 2016 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2016 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

5. Ms. Dehne will receive a maximum of 23,000 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 11,500 shares of Common Stock if there is no change in TSR since the grant date (the "Target"); or 5,750 shares of Common Stock if there is a 50% decrease in TSR since the grant date (the "Threshold"). Ms. Dehne will not receive any shares of Common Stock if TSR has decreased by more than 50% since the grant date. The number of shares of Common Stock that Ms. Dehne may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

6. Ms. Dehne was issued 11,175 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2014. The MSUs will convert to shares of NRG Common Stock on January 2, 2017 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2017 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

7. Ms. Dehne will receive a maximum of 22,350 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 11,175 shares of Common Stock if there is no change in TSR since the grant date (the "Target"); or 8,381.25 shares of Common Stock if there is a 25% decrease in TSR since the grant date (the "Threshold"). Ms. Dehne will not receive any shares of Common Stock if TSR has decreased by more than 25% since the grant date. The number of shares of Common Stock that Ms. Dehne may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

/s/ Tanuja M. Dehne                      12/15/2014

\*\* 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.

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