

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* FLEXON ROBERT C <hr/> (Last) (First) (Middle) NRG ENERGY, INC., 901 MARQUETTE AVE <hr/> (Street) MINNEAPOLIS MN 55402 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/01/2004	3. Issuer Name and Ticker or Trading Symbol NRG ENERGY INC [NRG]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Executive VP & CFO	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 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	26,000 ⁽¹⁾	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 ^M			
Non-Qualified Stock Option	03/29/2005 ⁽²⁾	03/29/2015 ⁽³⁾	Common Stock, \$.01 par value per share	95,000	\$ 21.85	D	

Explanation of Responses:

1. Represents Restricted Stock Units issued pursuant to the Restricted Stock Unit Agreement by and between NRG Energy, Inc. (the "Company") and Robert C. Flexon (the "Restricted Stock Unit Agreement"). Restricted Stock Units are exchangeable for an equal number of shares of Common Stock, \$.01 par value, on the exercise date. The Restricted Stock Units will become unrestricted on March 29, 2007, subject to acceleration under certain circumstances as set forth in the Restricted Stock Unit Agreement.
2. Pursuant to the Grant Agreement by and between the Company and Robert C. Flexon, the Stock Options will vest and become exercisable as follows: 33 1/3% on March 29, 2005, 33 1/3% on March 29, 2006 and 33 1/3% on March 29, 2007, subject to acceleration under certain circumstances as set forth therein.
3. Vested options will be exercisable for ten years.

/s/ Robert C. Flexon 04/01/2004

** 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.

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