

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <b>SCHAEFER GEORGE P</b>  (Last) (First) (Middle) <b>NRG ENERGY, INC.</b> <b>901 MARQUETTE AVE</b>  (Street) <b>MINNEAPOLIS MN 55402</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>NRG ENERGY INC [ NRGEOB ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>VP and Treasurer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/02/2004</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	03/02/2004		A		4,400 <sup>(1)</sup>	A	(2)	4,400	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 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	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option	\$19.9	03/02/2004		A		16,000		03/02/2005 <sup>(3)</sup>	03/02/2015 <sup>(4)</sup>	Common Stock, \$.01 par value per share	16,000	\$0	16,000	D	

**Explanation of Responses:**

- Represents Restricted Stock Units issued pursuant to the Restricted Stock Unit Agreement by and between NRG Energy, Inc. (the "Company") and George P. Schaefer (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 2, 2007, subject to acceleration under certain circumstances as set forth in the Restricted Stock Unit Agreement.
- Pursuant to the Grant Agreement by and between the Company and George P. Schaefer, the Stock Options will vest and become exercisable as follows: 33 1/3% on March 2, 2005, 33 1/3% on March 2, 2006 and 33 1/3% on March 2, 2007, subject to acceleration under certain circumstances as set forth therein.
- Vested options will be exercisable for ten years.

/s/ George P. Schaefer                      03/04/2004

\*\* 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.