

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	December 31, 2014
Estimated average burden hours per response	0.5

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* MATLINPATTERSON LLC <hr/> (Last) (First) (Middle) 520 MADISON AVENUE, <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/05/2003	3. Issuer Name and Ticker or Trading Symbol NRG ENERGY INC [NRGEV]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Indirect Beneficial Owner	5. If Amendment, Date of Original Filed (Month/Day/Year) 12/15/2003 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	21,505,044 ⁽¹⁾	I ⁽²⁾ ⁽³⁾	See footnotes (2) and (3)

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			

Explanation of Responses:

1. This represents the actual number of Shares issued to the Reporting Persons after giving effect to the reallocation procedures of the Issuer subsequent to the original Form 3. The shares were actually issued on 12/30/03.
2. MatlinPatterson Global Opportunities Partners L.P. is the direct beneficial owner of 15,947,947 shares of Common Stock of the Issuer. MatlinPatterson Global Opportunities Partners (Bermuda) L.P. is the direct beneficial owner of 5,557,097 shares of Common Stock of the Issuer.
3. MatlinPatterson Global Partners LLC ("Matlin Partners") is the general partner of MatlinPatterson Global Opportunities Partners L.P. and MatlinPatterson Global Opportunities Partners (Bermuda) L.P. MatlinPatterson Global Advisers LLC ("Matlin Advisers") is the investment advisor to MatlinPatterson Global Opportunities Partners L.P. and MatlinPatterson Global Opportunities Partners (Bermuda) L.P. MatlinPatterson Asset Management LLC ("Matlin Asset Management") is the managing member of Matlin Partners and Matlin Advisers. MatlinPatterson LLC ("MatlinPatterson") is the managing member of Matlin Asset Management. David J. Matlin and Mark R. Patterson each own 50% of the membership interests of MatlinPatterson. Mark R. Patterson serves on the Board of Directors of the Issuer. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.

Remarks:

Please see attached Exhibit 99.1 for Joint Filer Information. The Reporting Person is filing solely in its capacity as indirect beneficial owner of securities.

/s/ Mark R. Patterson, as
member for 01/05/2004
MatlinPatterson LLC
 ** 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 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.

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.

Reporting Person: MatlinPatterson LLC

Issuer Name and Ticker Symbol: NRG Energy, Inc. (NRGEV)

Date of Event Requiring Statement: 12/5/03

Joint Filer Information

Each of the following filers have designated MatlinPatterson LLC as the ("Designated Filer") for purposes of the attached Form 3.

- (1) MatlinPatterson Asset Management LLC
520 Madison Avenue
New York New York 10022
- (2) MatlinPatterson Global Opportunities Partners L.P.
520 Madison Avenue
New York New York 10022
- (3) MatlinPatterson Global Opportunities Partners (Bermuda) L.P.
520 Madison Avenue
New York New York 10022
- (4) MatlinPatterson Global Partners LLC
520 Madison Avenue
New York New York 10022
- (5) MatlinPatterson Global Advisers LLC
520 Madison Avenue
New York New York 10022
- (6) David J. Matlin
520 Madison Avenue
New York New York 10022
- (7) Mark R. Patterson
520 Madison Avenue
New York New York 10022

Date: January 5, 2004

MATLINPATTERSON ASSET MANAGEMENT LLC

By: /s/ Mark R. Patterson

Name: Mark R. Patterson
Title: Chairman

Date: January 5, 2004

MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS L.P.

By: MatlinPatterson Global Partners LLC
as general partner

By: /s/ Mark R. Patterson

Name: Mark R. Patterson
Title: Director

Date: January 5,

2004 MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (BERMUDA) L.P.

By: MatlinPatterson Global Partners LLC
as general partner

By: /s/ Mark R. Patterson

Name: Mark R. Patterson
Title: Director

Date: January 5, 2004

MATLINPATTERSON GLOBAL PARTNERS LLC

By: /s/ Mark R. Patterson

Name: Mark R. Patterson
Title: Director

Date: January 5, 2004

MATLINPATTERSON GLOBAL ADVISERS LLC

By: /s/ Mark R. Patterson

Name: Mark R. Patterson
Title: Chairman

Date: January 5, 2004

DAVID J. MATLIN

By: /s/ David J. Matlin

Name: David J. Matlin

Date: January 5, 2004

MARK R. PATTERSON

By: /s/ Mark R. Patterson

Name: Mark R. Patterson

