

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> Gutierrez Mauricio <hr/> (Last) (First) (Middle) NRG ENERGY, INC., 211 CARNEGIE CENTER <hr/> (Street) PRINCETON NJ 08540 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> NRG ENERGY, INC. [NRG]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Exec VP & Chief Operating Ofc
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 07/01/2014	
<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	07/01/2014		M <sup>(1)</sup>		35,100	A	\$ 23.64	200,579	D	
Common Stock, par value \$.01 per share	07/01/2014		M <sup>(1)</sup>		20,300	A	\$ 23.87	220,879	D	
Common Stock, par value \$.01 per share	07/01/2014		M <sup>(1)</sup>		37,800	A	\$ 19.83	258,679	D	
Common Stock, par value \$.01 per share	07/01/2014		S <sup>(1)</sup>		93,200	D	\$ 36.65 <sup>(2)</sup>	165,479	D	
Common Stock, par value \$.01 per share	07/01/2014		S <sup>(1)</sup>		6,918	D	\$ 36.78 <sup>(3)</sup>	158,561	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	07/01/2014		M <sup>(1)</sup>			35,100	01/02/2010 <sup>(4)</sup>	01/02/2015	Common Stock, par value \$.01 per share	35,100	\$ 0	0	D	
Non-Qualified Stock Options	\$ 23.87	07/01/2014		M <sup>(1)</sup>			20,300	01/04/2011 <sup>(5)</sup>	01/04/2020	Common Stock, par value \$.01 per share	20,300	\$ 0	0	D	
Non-Qualified Stock Options	\$ 19.83	07/01/2014		M <sup>(1)</sup>			37,800	01/03/2012 <sup>(6)</sup>	01/03/2021	Common Stock, par value \$.01 per share	37,800	\$ 0	0	D	

**Explanation of Responses:**

- The transactions were executed pursuant to a prearranged trading plan in accordance with Rule 10b5-1 of the Securities and Exchange Act of 1934.
- This transaction was executed in multiple trades at prices ranging from \$36.36 to \$36.82. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$36.65 to \$37.02. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and the reporting person, the Non-Qualified Stock Options vested and became exercisable as follows: 33 1/3% on January 2, 2010, 33 1/3% on January 2, 2011 and 33 1/3% on January 2, 2012.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and the reporting person, the Non-Qualified Stock Options vested and became exercisable as follows: 33 1/3% on January 4, 2011, 33 1/3% on January 4, 2012 and 33 1/3% on January 4, 2013.
- Pursuant to the Grant Agreement by and between NRG Energy, Inc. and the reporting person, the Non-Qualified Stock Options vested and became exercisable as follows: 33 1/3% on January 3, 2012, 33 1/3% on January 3, 2013 and 33 1/3% on January 3, 2014.

/s/ Brian Curci, under Power of Attorney 07/03/2014

\*\* 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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