FORM 4

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

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] CRANE DAVID W	2. Issuer Name **and** Ticker or Trading Symbol NRG ENERGY INC [NRGEV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) ORCHARD HILL, 3071 LAWRENCEVILLE ROAD	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2003	X Director 10% Owner X Officer (give title below) Other (specify below) President and CEO
(Street) LAWRENCEVILLE NJ 08648 (City) (State) (Zip)	4. 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 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			

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	Amount or Number of Shares				
Non-Qualified Stock Option	$25	12/05/2003		A		602,555		12/01/2004 [(2)]	12/05/2013	Common Stock, $.01 par value	602,555	$ 0	602,555	D	
Restricted Stock Unit	(1)	12/05/2003		A		166,667		12/01/2006	12/01/2006	Common Stock, $.01 par value	166,667	$ 0	166,667	D	

Explanation of Responses:

1. Restricted Stock Units are exchangeable for an equal number of shares of Common Stock, $.01 par value, on the exercise date.

2. Pursuant to the Grant Agreement dated as of December 5, 2003 by and between NRG Energy, Inc. and David W. Crane, the Stock Option will vest and become exercisable as follows: 33 1/3% on December 1, 2004, 33 1/3% on December 1, 2005 and 33 1/3% on December 1, 2006, subject to acceleration under certain circumstances.

/s/ David W. Crane	12/08/2003
** 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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