

NRG ENERGY, INC.
Form 3
January 05, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Chillemi John V		(Month/Day/Year)	NRG ENERGY, INC. [NRG]	
(Last)	(First)	(Middle)	12/31/2015	
NRG ENERGY, INC., 211 CARNEGIE CENTER			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PRINCETON, NJ 08540			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Executive VP-Business Dev.	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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially 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	27,493 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Common Stock, par value \$01 per share	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option	01/13/2006	01/13/2016	Common Stock, par value \$01 per share	208	\$ 71.55	D	Â
Non-Qualified Stock Option	02/17/2006	02/17/2016	Common Stock, par value \$01 per share	205	\$ 72.7	D	Â
Non-Qualified Stock Option	03/03/2009	03/03/2019	Common Stock, par value \$01 per share	2,604	\$ 30.19	D	Â
Non-Qualified Stock Option	03/11/2010	03/11/2020	Common Stock, par value \$.01 per share	2,947	\$ 38.33	D	Â
Non-Qualified Stock Option	02/23/2011	02/22/2021	Common Stock, par value \$.01 per share	3,835	\$ 31.34	D	Â
Non-Qualified Stock Option	02/27/2012	02/26/2022	Common Stock, par value \$.01 per share	6,109	\$ 20.07	D	Â
Market Stock Units	01/02/2016	01/02/2016	Common Stock, par value \$01 per share	20,200	\$ <u>(2)</u> <u>(3)</u>	D	Â
Market Stock Units	01/02/2017	01/02/2017	Common Stock, par value \$.01 per share	21,036	\$ <u>(4)</u> <u>(5)</u>	D	Â
Market Stock Units	01/02/2018	01/02/2018	Common Stock, par value \$.01 per share	22,104	\$ <u>(6)</u> <u>(7)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â		Â

Chillemi John V
 NRG ENERGY, INC.
 211 CARNEGIE CENTER
 PRINCETON, NJ 08540

Executive
 VP-Business
 Dev.

Signatures

/s/ Brian Curci, by Power of
 Attorney

01/05/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Includes 17,773 Restricted Stock Units ("RSUs") issued to Mr. Chillemi by NRG Energy, Inc. under NRG's Long Term Incentive Plan ("LTIP") and 2,320 dividend equivalent rights ("DERs"). Each RSU is equivalent in value to one share of NRG's Common Stock, par value \$.01. Upon vesting of the RSUs, Mr. Chillemi will receive from NRG the following: 6,000 shares issued on January 2, 2016; (ii) 5,773 shares issued on January 2, 2017; (iii) 6,000 shares issued on January 2, 2018. Each DER will accrue on Mr. Chillemi's RSUs or MSUs and will become exercisable proportionately with the RSUs or MSUs to which they relate and can only be settled in NRG common stock. Each DER is the economic equivalent to one share of NRG common stock.

(2) Mr. Chillemi was issued 10,100 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2013. The MSUs will convert to shares of NRG Common Stock on January 2, 2016 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2016 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

(3) Mr. Chillemi will receive a maximum of 20,200 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 10,100 shares of Common Stock if there is no change in TSR since the grant date (the "Target"), or 5,050 shares of Common Stock if there is a 50% decrease in TSR since the grant date (the "Threshold"). Mr. Chillemi will not receive any shares of Common Stock if TSR has decreased by more than 50% since the grant date. The number of shares of Common Stock that Mr. Chillemi may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

(4) Mr. Chillemi was issued 10,518 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2014. The MSUs will convert to shares of NRG Common Stock on January 2, 2017 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2017 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

(5) Mr. Chillemi will receive a maximum of 21,036 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 10,518 shares of Common Stock if there is no change in TSR since the grant date (the "Target"), or 7,889 shares of Common Stock if there is a 25% decrease in TSR since the grant date (the "Threshold"). Mr. Chillemi will not receive any shares of Common Stock if TSR has decreased by more than 25% since the grant date. The number of shares of Common Stock that Mr. Chillemi may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

(6) Mr. Chillemi was issued 11,052 Market Stock Units ("MSUs") by NRG under the LTIP on January 2, 2015. The MSUs will convert to shares of NRG Common Stock on January 2, 2018 only in the event the Company has achieved a certain level of total shareholder return ("TSR"). TSR will consist of the average of the closing price of NRG's Common Stock on January 2, 2018 and the nineteen preceding trading days and any dividends paid since the grant date as determined by the Compensation Committee.

(7) Mr. Chillemi will receive a maximum of 22,104 shares of Common Stock if the Company has achieved a 100% increase in TSR since the grant date (the "Maximum"); 11,052 shares of Common Stock if there is no change in TSR since the grant date (the "Target"), or 8,289 shares of Common Stock if there is a 25% decrease in TSR since the grant date (the "Threshold"). Mr. Chillemi will not receive any shares of Common Stock if TSR has decreased by more than 25% since the grant date. The number of shares of Common Stock that Mr. Chillemi may receive is interpolated for TSR falling between Threshold, Target, and Maximum levels.

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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