

NRG ENERGY, INC.  
Form 4  
August 16, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 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 \*  
TPG ADVISORS III INC  
  
(Last) (First) (Middle)  
  
C/O TEXAS PACIFIC GROUP, 301  
COMMERCE STREET, SUITE  
3300  
  
(Street)  
  
FORT WORTH, TX 76102  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NRG ENERGY, INC. [NRG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/15/2006

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
See Remarks

4. If Amendment, Date 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 Ownership (Instr. 4)   |
|--|--------------------------------------|--|--------------------------------|---|---|--|-------------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                               |
| Common Stock, par value \$0.01 per share | 08/15/2006                           |  | S                              |   | 1,572,781   | D  | \$ 48.41<br><u>(1)</u>              |
|  |                                      |  |                                |   | 1,572,780   | I  | See footnotes <u>(1)</u> <u>(2)</u> |

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

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SEC 1474 (9-02)

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**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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| TPG ADVISORS III INC<br>C/O TEXAS PACIFIC GROUP<br>301 COMMERCE STREET, SUITE 3300<br>FORT WORTH, TX 76102 |               | X         |         | See Remarks |

## Signatures

/s/ David A. Spuria, Vice President, on behalf of TPG Advisors III, Inc.

08/16/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) TPG Advisors III, Inc. (the "Reporting Person") is the general partner of TPG GenPar III, L.P., which in turn is the general partner of TPG III - AIV 1, L.P. ("TPG III - AIV 1"), TPG III - AIV 2, L.P. ("TPG III - AIV 2") and TPG III - AIV 3, L.P. ("TPG III - AIV 3"), and together with TPG III - AIV 1 and TPG III - AIV 2, the "TPG Funds"). On August 15, 2006, the TPG Funds sold a total of 1,572,781 shares of NRG Energy, Inc.'s common stock (the "Common Stock"), to Morgan Stanley & Co. Incorporated at a price of \$48.41 per share (the "Resale"). Following completion of the Resale, the TPG Funds directly own a total of 1,572,780 shares of Common Stock.

(2) The Reporting Person is deemed to be the beneficial owner of the Common Stock beneficially owned by the TPG Funds only to the extent of the greater of its direct or indirect interest in the profits or capital accounts of such TPG Funds. Pursuant to Rule 16a-1(a)(4) under the Securities and Exchange Act (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by the TPG Funds in excess of such amount. The shareholders of the Reporting Person are David Bonderman, James G. Coulter and William S. Price, III (collectively, the "Shareholders"). Each Shareholder disclaims beneficial ownership of any of the Common Stock reported herein.

### Remarks:

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As described in Amendment No. 1 to Schedule 13D ("Amendment No. 1") filed on August 11, 2006 with respect to the Comm

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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