

MULLER EDWARD R
Form 4
December 07, 2010

FORM 4

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

OMB APPROVAL

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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 *
MULLER EDWARD R

(Last) (First) (Middle)
1000 MAIN STREET
(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GenOn Energy, Inc. [GEN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Common Stock	12/03/2010		A	1,190,572	A (1) 1,190,572	D	
Common Stock	12/06/2010		A	1,220,432 (2)	A \$ 0 2,411,004	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options - Right to Buy	\$ 8.7	12/03/2010		A	1,150,567	12/03/2010	01/13/2016	Common Stock	1,150,567
Stock Options - Right to Buy	\$ 8.84	12/03/2010		A	1,131,737	12/03/2010	02/17/2016	Common Stock	1,131,737
Stock Options - Right to Buy	\$ 13.31	12/03/2010		A	272,899	12/03/2010	03/08/2012	Common Stock	272,899
Stock Options - Right to Buy	\$ 13.06	12/03/2010		A	370,653	12/03/2010	03/07/2013	Common Stock	370,653
Stock Options - Right to Buy	\$ 3.67	12/03/2010		A	628,459	12/03/2010	03/03/2019	Common Stock	628,459
Stock Options - Right to Buy	\$ 4.66	12/03/2010		A	571,473	12/03/2010	03/11/2020	Common Stock	571,473

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MULLER EDWARD R 1000 MAIN STREET HOUSTON, TX 77002	X		Chairman and CEO	

Signatures

/s/ Allison B. Cunningham,
Attorney-in-Fact

12/07/2010

__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).
- Received in exchange for 419,955 shares of common stock of Mirant Corporation ("Mirant") pursuant to the Agreement and Plan of
- (1) Merger by and among Mirant, RRI Energy Holdings, Inc. and RRI Energy, Inc., now known as GenOn Energy, Inc. (the "Merger Agreement") based on the exchange ratio in the Merger Agreement.
 - (2) Comprised entirely of restricted stock units that may only be settled in common stock.
 - (3) Received pursuant to the Merger Agreement in exchange for stock options to acquire 405,844 shares of Mirant common stock for \$24.64 per share.
 - (4) Received pursuant to the Merger Agreement in exchange for stock options to acquire 399,202 shares of Mirant common stock for \$25.05 per share.
 - (5) Received pursuant to the Merger Agreement in exchange for stock options to acquire 96,261 shares of Mirant common stock for \$37.71 per share.
 - (6) Received pursuant to the Merger Agreement in exchange for stock options to acquire 130,742 shares of Mirant common stock for \$37.02 per share.
 - (7) Received pursuant to the Merger Agreement in exchange for stock options to acquire 221,679 shares of Mirant common stock for \$10.40 per share.
 - (8) Received pursuant to the Merger Agreement in exchange for stock options to acquire 201,578 shares of Mirant common stock for \$13.19 per share.

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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