Freysinger David S Form 4 December 07, 2010

Form 4 or

Form 5

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Freysinger David S			Symbol	Issuer		
			GenOn Energy, Inc. [GEN]	(Check all applicable)		
(Last) (First)		(Middle)	3. Date of Earliest Transaction	` ' '		
			(Month/Day/Year)	Director 10% Owner		
1000 MAIN STREET, 12TH			12/03/2010	_X_ Officer (give title Other (specif		
FLOOR	,		12/03/2010	below) below)		

2. Issuer Name and Ticker or Trading

SVP, Generation Operations (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

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HOUSTON, TX 77002

(State)

(Zip)

(City)

(- 3)		1 abi	e I - Non-L	erivative s	Securi	ues Acqu	iirea, Disposea oi	, or Beneficiali	y Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					( )		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/03/2010		F	23,892 (1)	D	\$ 3.515	32,273	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

#### Edgar Filing: Freysinger David S - Form 4

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Time-Based Cash Units	<u>(2)</u>	12/03/2010		M	25,000	(2)	(2)	Common Stock	2:
Performance-Based Cash Units	<u>(3)</u>	12/03/2010		M	7,745	(3)	(3)	Common Stock	7

## **Reporting Owners**

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

Freysinger David S 1000 MAIN STREET 12TH FLOOR HOUSTON, TX 77002

SVP, Generation Operations

# **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).
- (1) The reporting person disposed of these shares to satisfy tax withholding obligations related to the vesting of restricted stock units in connection with the merger (the "Merger") involving Mirant Corporation and GenOn Energy, Inc, formerly known as RRI Energy, Inc.
- Each time-based cash unit is the economic equivalent of one share of common stock of GenOn Energy, Inc. The time-based cash units (2) were paid in cash in connection with the Merger based on the fair market value per share of GenOn Energy, Inc. common stock on the date immediately preceding the closing date of the Merger.
- Each performance-based cash unit is the economic equivalent of one share of common stock of GenOn Energy, Inc. The

  (3) performance-based cash units were paid in cash in connection with the Merger based on the fair market value per share of GenOn Energy, Inc. common stock on the date immediately preceding the closing date of the Merger.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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