

Gaudette Robert J  
 Form 4  
 December 07, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Gaudette Robert J

(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  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 SVP, Chief Commercial Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
|                                 |                                      |  | Code V                         | Amount (D)  | Price (1)   |  |                                   |
| Common Stock                    | 12/03/2010                           |  | A                              | 54,553  | A \$ 0 (1) 54,553   | 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)

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

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| 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 or Number of Shares |
| Stock Option - Right to Buy                | \$ 8.7   | 12/03/2010                           |  | A                              | 1,292   | 12/03/2010   | 01/13/2016  | Common Stock | 1,292                      |
| Stock Option - Right to Buy                | \$ 8.84  | 12/03/2010                           |  | A                              | 1,270   | 12/03/2010   | 02/17/2016  | Common Stock | 1,270                      |
| Stock Option - Right to Buy                | \$ 13.31   | 12/03/2010                           |  | A                              | 4,632   | 12/03/2010   | 03/08/2012  | Common Stock | 4,632                      |
| Stock Option - Right to Buy                | \$ 13.06   | 12/03/2010                           |  | A                              | 6,106   | 12/03/2010   | 03/07/2013  | Common Stock | 6,106                      |
| Stock Option - Right to Buy                | \$ 3.67  | 12/03/2010                           |  | A                              | 13,846  | 12/03/2010   | 03/03/2019  | Common Stock | 13,846                     |
| Stock Option - Right to Buy                | \$ 4.66  | 12/03/2010                           |  | A                              | 31,579  | 12/03/2010   | 03/11/2020  | Common Stock | 31,579                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Gaudette Robert J<br>1000 MAIN STREET<br>HOUSTON, TX 77002 |               |           | SVP, Chief Commercial Officer |       |

## 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) Received in exchange for 19,243 shares of common stock of Mirant Corporation ("Mirant") pursuant to the Agreement and Plan of 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) Received pursuant to the Merger Agreement in exchange for stock options to acquire 456 shares of Mirant common stock for \$24.64 per share.
  - (3) Received pursuant to the Merger Agreement in exchange for stock options to acquire 448 shares of Mirant common stock for \$25.05 per share.
  - (4) Received pursuant to the Merger Agreement in exchange for stock options to acquire 1,634 shares of Mirant common stock for \$37.71 per share.
  - (5) Received pursuant to the Merger Agreement in exchange for stock options to acquire 2,154 shares of Mirant common stock for \$37.02 per share.
  - (6) Received pursuant to the Merger Agreement in exchange for stock options to acquire 4,884 shares of Mirant common stock for \$10.40 per share.
  - (7) Received pursuant to the Merger Agreement in exchange for stock options to acquire 11,139 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. 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.