

HOLDEN J WILLIAM III
 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 *
HOLDEN J WILLIAM III

(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)
 CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 12/03/2010 | | A | 171,479 | A 171,479 | 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 Number Shares |
| Stock Option - Right to Buy | \$ 8.7 | 12/03/2010 | | A | | 22,370 | | 12/03/2010 | 01/13/2016 | Common Stock | 22,370 |
| Stock Option - Right to Buy | \$ 8.84 | 12/03/2010 | | A | | 22,005 | | 12/03/2010 | 02/17/2016 | Common Stock | 22,005 |
| Stock Option - Right to Buy | \$ 13.31 | 12/03/2010 | | A | | 29,957 | | 12/03/2010 | 03/08/2012 | Common Stock | 29,957 |
| Stock Option - Right to Buy | \$ 13.06 | 12/03/2010 | | A | | 44,489 | | 12/03/2010 | 03/07/2013 | Common Stock | 44,489 |
| Stock Option - Right to Buy | \$ 3.67 | 12/03/2010 | | A | | 81,058 | | 12/03/2010 | 03/03/2019 | Common Stock | 81,058 |
| Stock Option - Right to Buy | \$ 4.66 | 12/03/2010 | | A | | 101,957 | | 12/03/2010 | 03/11/2020 | Common Stock | 101,957 |
| Warrants | \$ 21.87 | 12/03/2010 | | A | | 212 | | 12/03/2010 | 01/03/2011 | Common Stock | 601 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLDEN J WILLIAM III 1000 MAIN STREET HOUSTON, TX 77002 | | | CFO | |

Signatures

/s/ J. William
Holden III

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 60,487 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) Received pursuant to the Merger Agreement in exchange for stock options to acquire 7,891 shares of Mirant common stock for \$24.64 per share.
 - (3) Received pursuant to the Merger Agreement in exchange for stock options to acquire 7,762 shares of Mirant common stock for \$25.05 per share.
 - (4) Received pursuant to the Merger Agreement in exchange for stock options to acquire 10,567 shares of Mirant common stock for \$37.71 per share.
 - (5) Received pursuant to the Merger Agreement in exchange for stock options to acquire 15,693 shares of Mirant common stock for \$37.02 per share.
 - (6) Received pursuant to the Merger Agreement in exchange for stock options to acquire 28,592 shares of Mirant common stock for \$10.40 per share.
 - (7) Received pursuant to the Merger Agreement in exchange for stock options to acquire 35,964 shares of Mirant common stock for \$13.19 per share.
 - (8) Received pursuant to the Merger Agreement in exchange for warrants to acquire 212 shares of Mirant common stock for \$21.87 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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