

Houston Julia A
Form 4
December 07, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Houston Julia A

(Last) (First) (Middle)

1155 PERIMETER CENTER WEST

(Street)

ATLANTA, GA 30338

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MIRANT CORP [MIR]

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 and General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (8)	(A) or (D)	Price
Common Stock	12/03/2010		F		13,147 (8)	D	\$ 10.39
Common Stock	12/03/2010		D		40,855	D	0

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

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information contained in this form are not
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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. Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 13.19	12/03/2010		D	26,552	<u>(2)</u>	03/11/2020	Common Stock	26,552
Stock Option	\$ 24.64	12/03/2010		D	2,537	<u>(3)</u>	01/13/2016	Common Stock	2,537
Stock Option	\$ 25.05	12/03/2010		D	2,495	<u>(4)</u>	02/17/2016	Common Stock	2,495
Stock Option	\$ 37.71	12/03/2010		D	3,862	<u>(5)</u>	03/08/2012	Common Stock	3,862
Stock Option	\$ 37.02	12/03/2010		D	9,125	<u>(6)</u>	03/07/2013	Common Stock	9,125
Stock Option	\$ 10.4	12/03/2010		D	25,006	<u>(7)</u>	03/03/2019	Common Stock	25,006

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Houston Julia A 1155 PERIMETER CENTER WEST ATLANTA, GA 30338			SVP and General Counsel	

Signatures

/s/ David E. Howard,
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).

- Disposed of pursuant to merger agreement between issuer, RRI Energy Holdings, Inc., and RRI Energy, Inc. ("RRI") in exchange for
- (1) 115,823 shares of RRI common stock having a market value of \$3.62 per share on the effective date of the merger plus cash consideration for a fractional share of RRI common stock.

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- (2) Upon completion of the merger, this option, which provided for three-year ratable vesting on 3/11/11, 3/11/12 and 3/11/13, vested in full and was converted into an option to purchase 75,274 shares of RRI common stock at \$4.66 per share. The reporting person also received cash consideration for that portion of the option relating to a fractional share of RRI common stock.

- (3) Upon completion of the merger, this fully-vested option was converted into an option to purchase 7,192 shares of RRI common stock at \$8.70 per share. The reporting person also received cash consideration for that portion of the option relating to a fractional share of RRI common stock.

- (4) Upon completion of the merger, this fully-vested option was converted into an option to purchase 7,073 shares of RRI common stock at \$8.84 per share. The reporting person also received cash consideration for that portion of the option relating to a fractional share of RRI common stock.

- (5) Upon completion of the merger, this fully-vested option was converted into an option to purchase 10,948 shares of RRI common stock at \$13.31 per share. The reporting person also received cash consideration for that portion of the option relating to a fractional share of RRI common stock.

- (6) Upon completion of the merger, this option, which provided for three-year ratable vesting on 3/7/09, 3/7/10 and 3/7/11, vested in full and was converted into an option to purchase 25,869 shares of RRI common stock at \$13.06 per share. The reporting person also received cash consideration for that portion of the option relating to a fractional share of RRI common stock.

- (7) Upon completion of the merger, this option, which provided for three-year ratable vesting on 3/3/10, 3/3/11 and 3/3/12, vested in full and was converted into an option to purchase 70,892 shares of RRI common stock at \$3.67 per share. The reporting person also received cash consideration for that portion of the option relating to a fractional share of RRI common stock.

- (8) Reporting person disposed of these shares to satisfy tax withholding obligations related to the vesting of restricted stock units.

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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