

Cleary Anne M  
 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 \*  
 Cleary Anne M

(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)  
 Senior Vice President, Asset M

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/03/2010		A		103,888	A	103,888
Common Stock					5	I	By spouse

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 or Number of Shares
Stock Option - Right to Buy	\$ 8.7	12/03/2010		A		23,051		12/03/2010	01/13/2016	Common Stock	23,051
Stock Option - Right to Buy	\$ 8.84	12/03/2010		A		25,463		12/03/2010	02/17/2016	Common Stock	25,463
Stock Option - Right to Buy	\$ 13.31	12/03/2010		A		14,430		12/03/2010	03/08/2012	Common Stock	14,430
Stock Option - Right to Buy	\$ 13.06	12/03/2010		A		21,860		12/03/2010	03/07/2013	Common Stock	21,860
Stock Option - Right to Buy	\$ 3.67	12/03/2010		A		67,036		12/03/2010	03/03/2019	Common Stock	67,036
Stock Option - Right to Buy	\$ 4.66	12/03/2010		A		67,522		12/03/2010	03/11/2020	Common Stock	67,522
Warrants	\$ 21.87	12/03/2010		A		99		12/03/2010	01/03/2011	Common Stock	280

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Senior Vice President, Asset M

Cleary Anne M  
1000 MAIN STREET  
HOUSTON, TX 77002

## 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 36,645 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 8,131 shares of Mirant common stock for \$24.64 per share.
  - (3) Received pursuant to the Merger Agreement in exchange for stock options to acquire 8,982 shares of Mirant common stock for \$25.05 per share.
  - (4) Received pursuant to the Merger Agreement in exchange for stock options to acquire 5,090 shares of Mirant common stock for \$37.71 per share.
  - (5) Received pursuant to the Merger Agreement in exchange for stock options to acquire 7,711 shares of Mirant common stock for \$37.02 per share.
  - (6) Received pursuant to the Merger Agreement in exchange for stock options to acquire 23,646 shares of Mirant common stock for \$10.40 per share.
  - (7) Received pursuant to the Merger Agreement in exchange for stock options to acquire 23,828 shares of Mirant common stock for \$13.19 per share.
  - (8) Received pursuant to the Merger Agreement in exchange for warrants to acquire 99 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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