

MULLER EDWARD R
Form 4
December 18, 2012

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 *
MULLER EDWARD R

(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)
12/14/2012

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)
Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/14/2012 | | F | | 11,708 ⁽¹⁾ | D | \$ 2.87 |
| Common Stock | 12/14/2012 | | D | | 3,529,846 | D | 0 |
| Common Stock | 12/14/2012 | | D | | 1,190,573 | D | 0 |
| | | | | | | I | By trust |

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

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SEC 1474 (9-02)

number.

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 Number Shares |
| Stock Options | \$ 8.7 | 12/14/2012 | | D | 1,150,567 | (3) | 01/13/2016 | Common Stock | 1,150,567 |
| Stock Options | \$ 8.84 | 12/14/2012 | | D | 1,131,737 | (4) | 02/17/2016 | Common Stock | 1,131,737 |
| Stock Options | \$ 13.06 | 12/14/2012 | | D | 370,653 | (5) | 03/07/2013 | Common Stock | 370,653 |
| Stock Options | \$ 3.67 | 12/14/2012 | | D | 628,459 | (6) | 03/03/2019 | Common Stock | 628,459 |
| Stock Options | \$ 4.66 | 12/14/2012 | | D | 571,473 | (7) | 03/11/2020 | Common Stock | 571,473 |
| Stock Options | \$ 3.81 | 12/14/2012 | | D | 744,641 | (8) | 02/22/2011 | Common Stock | 744,641 |
| Stock Options | \$ 2.44 | 12/14/2012 | | D | 1,166,823 | (9) | 02/26/2022 | Common Stock | 1,166,823 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MULLER EDWARD R 1000 MAIN STREET HOUSTON, TX 77002 | X | | Chairman, President and CEO | |

Signatures

/s/ Edward R.
Muller

12/18/2012

**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).

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- (1) The reporting person disposed of these shares to satisfy tax withholding obligations related to the vesting of restricted stock units.
The reporting person disposed of these shares in connection with the merger (the "Merger") involving GenOn Energy, Inc. and NRG Energy, Inc. in exchange for shares of NRG Energy, Inc. common stock, based on the exchange ratio of 0.1216 and having a market value of \$23.00 per share on the effective date of the Merger, plus cash consideration for fractional shares.
- (2) Upon completion of the Merger involving GenOn Energy, Inc. and NRG Energy, Inc., this fully-vested option was converted into an option to purchase 139,908 shares of NRG Energy, Inc. common stock at \$71.55 per share.
- (3) Upon completion of the Merger involving GenOn Energy, Inc. and NRG Energy, Inc., this fully-vested option was converted into an option to purchase 137,619 shares of NRG Energy, Inc. common stock at \$72.70 per share.
- (4) Upon completion of the Merger involving GenOn Energy, Inc. and NRG Energy, Inc., this fully-vested option was converted into an option to purchase 45,071 shares of NRG Energy, Inc. common stock at \$107.41 per share.
- (5) Upon completion of the Merger involving GenOn Energy, Inc. and NRG Energy, Inc., this fully-vested option was converted into an option to purchase 76,420 shares of NRG Energy, Inc. common stock at \$30.19 per share.
- (6) Upon completion of the Merger involving GenOn Energy, Inc. and NRG Energy, Inc., this fully-vested option was converted into an option to purchase 69,491 shares of NRG Energy, Inc. common stock at \$38.33 per share.
- (7) Upon completion of the Merger involving GenOn Energy, Inc. and NRG Energy, Inc., this fully-vested option was converted into an option to purchase 90,548 shares of NRG Energy, Inc. common stock at \$31.34 per share.
- (8) Upon completion of the Merger involving GenOn Energy, Inc. and NRG Energy, Inc., this option, which vests in three equal annual installments beginning February 27, 2013, was converted into an option to purchase 141,885 shares of NRG Energy, Inc. common stock at \$20.07 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.