

DALLAS TERRY G
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 *
DALLAS TERRY G

(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)

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	(D)	Price
Common Stock	12/03/2010		A		54,636	A	11
					54,636	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		14,381		12/03/2010	01/13/2016	Common Stock	14,381
Stock Option - Right to buy	\$ 8.6	12/03/2010		A		14,540		12/03/2010	05/10/2016	Common Stock	14,540
Stock Option - Right to buy	\$ 16.15	12/03/2010		A		5,162		12/03/2010	05/15/2012	Common Stock	5,162

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DALLAS TERRY G 1000 MAIN STREET HOUSTON, TX 77002		X		

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 19,272 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 5,073 shares of Mirant common stock for \$24.64 per share.
- (3) Received pursuant to the Merger Agreement in exchange for stock options to acquire 5,129 shares of Mirant common stock for \$24.37 per share.

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- (4) Received pursuant to the Merger Agreement in exchange for stock options to acquire 1,821 shares of Mirant common stock for \$45.77 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.