

JINES MICHAEL L
Form 4
December 18, 2012

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 *
JINES MICHAEL L

(Last) (First) (Middle)

1000 MAIN STREET, 12TH
FLOOR

(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
__X__ Officer (give title below) ____ Other (specify below)

EVP, GC & Corporate Secretary

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 (A) or (D)	Price	
Common Stock	12/14/2012		F		38,174 (1)	D \$ 2.87	514,401 D
Common Stock	12/14/2012		D		514,401	D (2) 0	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)

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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 Options	\$ 8.135	12/14/2012		D	217,600	(3) 02/12/2014	Common Stock 217,600
Stock Options	\$ 16.26	12/14/2012		D	26,707	(4) 02/19/2017	Common Stock 26,707
Stock Options	\$ 23.375	12/14/2012		D	22,517	(5) 02/18/2018	Common Stock 22,517
Stock Options	\$ 4.28	12/14/2012		D	123,072	(6) 03/02/2016	Common Stock 123,072
Stock Options	\$ 3.81	12/14/2012		D	150,399	(7) 02/22/2021	Common Stock 150,399
Stock Options	\$ 2.44	12/14/2012		D	240,967	(8) 02/26/2022	Common Stock 240,967

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JINES MICHAEL L 1000 MAIN STREET 12TH FLOOR HOUSTON, TX 77002	EVP, GC & Corporate Secretary

Signatures

/s/ Allison B. Cunningham,
Attorney-in-Fact 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).

(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

(2) Energy, Inc. ("NRG") in exchange for shares of NRG 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.

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- (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 26,460 shares of NRG Energy, Inc. common stock at \$66.90 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 3,247 shares of NRG Energy, Inc. common stock at \$133.72 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 2,738 shares of NRG Energy, Inc. common stock at \$192.23 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 14,965 shares of NRG Energy, Inc. common stock at \$35.20 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 18,288 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 29,301 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.

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