

JACOBS MARK M
Form 4/A
August 20, 2009

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 *
JACOBS MARK M

(Last) (First) (Middle)
1000 MAIN STREET, 12TH FLOOR
(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RRI ENERGY INC [RRI]

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2007

4. If Amendment, Date Original Filed (Month/Day/Year)
02/22/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
President and CEO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code V	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	
				(A)	(D)				
Performance Cash Units	\$ 0 ⁽¹⁾	02/20/2007	A	46,688		⁽²⁾	02/20/2010	Common Stock ⁽¹⁾	4
Performance Cash Units	\$ 0 ⁽¹⁾	06/01/2007	M		46,688	⁽²⁾	02/20/2010	Common Stock ⁽¹⁾	4
Performance Cash Units	\$ 0 ⁽³⁾	02/19/2008	A	96,294		⁽⁴⁾	02/19/2011	Common Stock ⁽³⁾	9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBS MARK M 1000 MAIN STREET 12TH FLOOR HOUSTON, TX 77002			President and CEO	

Signatures

/s/ Mark M. Jacobs
08/20/2009

**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) Each cash unit, subject to achievement of the performance condition, is the economic equivalent of one share of RRI Energy, Inc. common stock. The cash units were paid in cash on the vesting date based on the vesting date closing stock price, less withholding for taxes.
 - (2) The cash units were paid in cash on June 1, 2007 upon achievement of a stock price of at least \$23 for 20 consecutive trading days prior to the expiration date.
 - Each cash unit, subject to achievement of the performance condition, is the economic equivalent of one share of RRI Energy, Inc. common stock. The cash units are paid in cash on the vesting date based on the vesting date closing stock price, subject to withholding for taxes.
 - (3) Each cash unit vests and is paid upon RRI Energy, Inc.'s achievement of a stock price of at least \$32 for 20 consecutive trading days at any time during the three-year term ended February 19, 2011.

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.