

Gaudette Robert J
 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 *
 Gaudette Robert J

(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)
 SVP, Chief Commercial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 12/14/2012 | | F | | 19,561 | D | \$ 2.87 |
| Common Stock | 12/14/2012 | | D | | 250,412 | D | 0 |

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 (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 | \$ 8.7 | 12/14/2012 | | D | 1,294 | <u>(2)</u> | 01/13/2016 | Common Stock | 1,294 |
| Stock Options | \$ 8.84 | 12/14/2012 | | D | 1,271 | <u>(3)</u> | 02/17/2016 | Common Stock | 1,271 |
| Stock Options | \$ 13.06 | 12/14/2012 | | D | 6,106 | <u>(4)</u> | 03/07/2013 | Common Stock | 6,106 |
| Stock Options | \$ 3.67 | 12/14/2012 | | D | 13,846 | <u>(5)</u> | 03/03/2019 | Common Stock | 13,846 |
| Stock Options | \$ 4.66 | 12/14/2012 | | D | 31,579 | <u>(6)</u> | 03/11/2020 | Common Stock | 31,579 |
| Stock Options | \$ 3.81 | 12/14/2012 | | D | 92,087 | <u>(7)</u> | 02/22/2021 | Common Stock | 92,087 |
| Stock Options | \$ 2.44 | 12/14/2012 | | D | 144,296 | <u>(8)</u> | 02/26/2022 | Common Stock | 144,296 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gaudette Robert J 1000 MAIN STREET HOUSTON, TX 77002 | | | SVP, Chief Commercial Officer | |

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).

The reporting person disposed of these shares in connection with the merger (the "Merger") involving GenOn Energy, Inc. and NRG

(1) 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.

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- (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 157 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 154 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 742 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 1,683 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 3,840 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 11,197 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 17,546 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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