

PEREZ LAREE E
Form 4
December 18, 2012

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 *
PEREZ LAREE E

(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
 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)
				(A) or (D) Price			
Common Stock	12/14/2012		D	98,986 D	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)

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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Options	\$ 3.515	12/14/2012		D	5,000	<u>(2)</u> 03/12/2013	Common Stock	5,000
Stock Options	\$ 9.84	12/14/2012		D	5,000	<u>(3)</u> 06/02/2014	Common Stock	5,000
Stock Options	\$ 12.465	12/14/2012		D	5,000	<u>(4)</u> 06/17/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEREZ LAREE E 1000 MAIN STREET 12TH FLOOR HOUSTON, TX 77002		X		

Signatures

/s/ Laree E. Perez 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 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.
- (1) 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.
 - (2) Upon completion of the Merger, this fully-vested option was converted into an option to purchase 608 shares of NRG common stock at \$28.91 per share.
 - (3) Upon completion of the Merger, this fully-vested option was converted into an option to purchase 608 shares of NRG common stock at \$80.92 per share.
 - (4) Upon completion of the Merger, this fully-vested option was converted into an option to purchase 608 shares of NRG common stock at \$102.51 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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