Garlick James P Form 4 December 18, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235

Number: 3235-0287

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OMB APPROVAL

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SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. *See* Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Ad Garlick Jame	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			GenOn Energy, Inc. [GEN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
1000 MAIN STREET			12/14/2012	_X_ Officer (give title Other (specify below)			
				SVP, Plant Operations			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
HOUSTON, TX 77002				Form filed by More than One Reporting Person			
(City)	(Ctata)	(7:)					

(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	ecuriti	es Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired r(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/14/2012		F	11,508 (1)	D	\$ 2.87	335,583	D	
Common Stock	12/14/2012		D	335,583	D	<u>(2)</u>	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)

I	. 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		tive Expiration Date ies (Month/Day/Year) ed (A) or ed of (D)		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	\$ 3.95	12/14/2012		D		45,908	(3)	07/31/2021	Common Stock	45,908
	Stock Options	\$ 2.44	12/14/2012		D		143,303	<u>(4)</u>	02/26/2022	Common Stock	143,303

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
Garlick James P 1000 MAIN STREET HOUSTON, TX 77002			SVP, Plant Operations					

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.
- (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 5,582 shares of NRG Energy, Inc. common stock at \$32.49 per share.
- Upon completion of the Merger involving GenOn Energy, Inc. and NRG Energy, Inc., this option, which vests in three equal annual (4) installments beginning February 27, 2013, was converted into an option to purchase 17,425 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. 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.

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