Gaudette Robert J
Form 4
December 18, 2012

FORM 4

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

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

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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).

(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
__X__ Officer (give title below) _____ Other (specify below)
SVP, Chief Commercial Officer

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		19,561	D	$ 2.87	250,412	D	
Common Stock	12/14/2012		D		250,412	D	(1)	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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

(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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