

Brast David D  
 Form 4  
 December 07, 2010

**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 \*  
 Brast David D

2. Issuer Name and Ticker or Trading Symbol  
 GenOn Energy, Inc. [GEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 12/03/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Commercial Operations

HOUSTON, TX 77002  
 (City) (State) (Zip)

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

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)
Common Stock	12/03/2010		F	(A) or (D) V Amount 23,551 (1) D Price \$ 3.515	61,691	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 Security (Instr. 3 and 4)
Time-Based Cash Units	(2)	12/03/2010		M	25,000	(2) (2)	Common Stock
Performance-Based Cash Units	(3)	12/03/2010		M	7,358	(3) (3)	Common Stock

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brast David D 1000 MAIN STREET 12TH FLOOR HOUSTON, TX 77002			SVP, Commercial Operations	

### Signatures

/s/ David D. 12/07/2010  
Brast

\*\*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 in connection with the merger (the "Merger") involving Mirant Corporation and GenOn Energy, Inc., formerly known as RRI Energy, Inc. Each time-based cash unit is the economic equivalent of one share of common stock of GenOn Energy, Inc. The time-based cash units
- (2) were paid in cash in connection with the Merger based on the fair market value per share of GenOn Energy, Inc. common stock on the date immediately preceding the closing date of the Merger.
- Each performance-based cash unit is the economic equivalent of one share of common stock of GenOn Energy, Inc. The
- (3) performance-based cash units were paid in cash in connection with the Merger based on the fair market value per share of GenOn Energy, Inc. common stock on the date immediately preceding the closing date of the Merger.

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.