

LIVENGGOOD THOMAS C  
Form 4  
December 18, 2012

**FORM 4**

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

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

## OMB APPROVAL

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Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LIVENGGOOD THOMAS C

(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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP &amp; Controller

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 12/14/2012                              |   | F                                    | 9,903 <sup>(1)</sup> D  | \$<br>2.87   | 199,049  | D   |
| Common<br>Stock                       | 12/14/2012                              |   | D                                    | 199,049 D <sup>(2)</sup>  | 0  |  | D   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)

| 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                              | \$ 3.505   | 12/14/2012                           |  | D                              | 33,500  | (3) 03/10/2013   | Common Stock 33,500   |
| Stock Options                              | \$ 8.135   | 12/14/2012                           |  | D                              | 108,800   | (4) 02/12/2014   | Common Stock 108,800  |
| Stock Options                              | \$ 16.26   | 12/14/2012                           |  | D                              | 9,106   | (5) 02/19/2017   | Common Stock 9,106  |
| Stock Options                              | \$ 23.375  | 12/14/2012                           |  | D                              | 6,588   | (6) 02/18/2018   | Common Stock 6,588  |
| Stock Options                              | \$ 4.28  | 12/14/2012                           |  | D                              | 34,920  | (7) 03/02/2016   | Common Stock 34,920   |
| Stock Options                              | \$ 3.81  | 12/14/2012                           |  | D                              | 46,617  | (8) 02/22/2021   | Common Stock 46,617   |
| Stock Options                              | \$ 2.44  | 12/14/2012                           |  | D                              | 76,699  | (9) 02/26/2022   | Common Stock 76,699   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| LIVENGGOOD THOMAS C<br>1000 MAIN STREET<br>12TH FLOOR<br>HOUSTON, TX 77002 |               |           | SVP & Controller |       |

## Signatures

/s/ Thomas C.  
Livengood 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).

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- (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 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 involving GenOn Energy, Inc. and NRG Energy, Inc., this fully-vested option was converted into an option to purchase 4,073 shares of NRG Energy, Inc. common stock at \$28.83 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 13,230 shares of NRG Energy, Inc. common stock at \$66.90 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 1,107 shares of NRG Energy, Inc. common stock at \$133.72 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 801 shares of NRG Energy, Inc. common stock at \$192.23 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 4,246 shares of NRG Energy, Inc. common stock at \$35.20 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 5,668 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 9,326 shares of NRG Energy, Inc. common stock at \$20.07 per share.
- (9)

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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