

HOLDEN J WILLIAM III
 Form 4
 February 29, 2012

FORM 4

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

OMB APPROVAL

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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 *
HOLDEN J WILLIAM III

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, CFO

(Street)
 HOUSTON, TX 77002

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/27/2012 | | A | | 306,809 (1) | A | \$ 0 560,670 D |
| Common Stock | 02/27/2012 | | F | | 17,483 (2) | D | \$ 2.44 543,187 D |

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

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 (9-02)

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 Number Shares |
| Employee Stock Option - Right to Buy | \$ 2.44 | 02/27/2012 | | A | 331,075 | ⁽³⁾ 02/26/2022 | Common Stock 331,075 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLDEN J WILLIAM III 1000 MAIN STREET HOUSTON, TX 77002 | | | EVP, CFO | |

Signatures

/s/ J. William Holden III
02/29/2012

__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).
Comprised of (i) 53,874 shares of common stock resulting from the vesting on February 27, 2012, upon the satisfaction of performance-based conditions, of one-third of the performance-based restricted stock units granted on February 23, 2011, (ii) 107,750 restricted stock units that, upon the satisfaction of the performance-based conditions on February 27, 2012, will vest ratably over the next two years on an annual basis and that may only be settled in common stock and (iii) 145,185 restricted stock units granted on February 27, 2012 that will vest ratably on an annual basis over the next three years and that may only be settled in common stock.
- (2) The reporting person disposed of these shares to satisfy tax withholding obligations related to the vesting of performance-based restricted stock units.
- (3) These stock options vest in three equal annual installments beginning February 27, 2013.

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.