Edgar Filing: BARNETT E WILLIAM - Form 4

BARNETT E WILLIAM

Form 4 May 21, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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

may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and A BARNETT	Symbol					5. Relationship of Reporting Person(s) to Issuer			
			RRI ENERGY INC [RRI]			(Check all applicable)			
(Last)	(First) (M	,	3. Date of Earliest Transaction						
			(Month/Day/Year) 05/19/2010				_X_ Director Officer (giv below)		6 Owner er (specify
(Street) 4. If An			Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
Filed			Filed(Month/Day/Year)				Applicable Line)		
HOUSTON,						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tabl	e I - Non-Do	erivative S	Securit	ies Aco	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(D) (Instr. 3, 4)	sposed 4 and 5 (A) or (D)	of	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)
Common stock	05/19/2010		A	14,040 (1)	A (1)	\$0	155,745	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)

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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)	4. Transactic Code (Instr. 8)	5. Number out of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Cash Units	<u>(2)</u>	05/19/2010	A	6,915	(2)	(2)	Common Stock	6,915	\$

Reporting Owners

Relationships					
Director	10% Owner	Officer	Other		
X					
		Director 10% Owner	Director 10% Owner Officer		

Signatures

/s/ E. William

Barnett 05/21/2010

**Signature of Date Reporting Person

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 entirely of restricted stock units. In accordance with the Non-Employee Directors' Compensation Program effective January 1, (1) 2010, each non-employee director of RRI Energy, Inc. receives an annual grant of restricted stock units under the terms of the RRI
- Energy, Inc. 2002 Long Term Incentive Plan.
- (2) Each cash unit is the economic equivalent of one share of RRI Energy, Inc. common stock. The cash units are payable in cash within 90 days after the director terminates service as a member of the Board.

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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