

KUIPEC SUZANNE L
Form 4/A
August 20, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KUIPEC SUZANNE L

(Last) (First) (Middle)

1000 MAIN STREET, 12TH
FLOOR

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RRI ENERGY INC [RRI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/22/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

SVP, Risk and Structuring

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 | (D) | Price |

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
required to respond unless the form
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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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Am Underlying Sec (Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|---|--|---|
|---------------------------------------|------------------------------|---|---|------------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|---------------------------|------------------------------------|------------------|------------|---|--------|--------|---------------------|--------------------|--------------------------------|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Performance Cash Units | \$ 0 ⁽¹⁾ | 02/20/2007 | A | | 11,060 | | ⁽²⁾ | 02/20/2010 | Common Stock ⁽¹⁾ | 1 |
| Performance Cash Units | \$ 0 ⁽¹⁾ | 06/01/2007 | M | | | 11,060 | ⁽²⁾ | 02/20/2010 | Common Stock ⁽¹⁾ | 1 |
| Performance Cash Units | \$ 0 ⁽³⁾ | 02/19/2008 | A | | 8,804 | | ⁽⁴⁾ | 02/19/2011 | Common Stock ⁽³⁾ | 3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| KUPIEC SUZANNE L 1000 MAIN STREET 12TH FLOOR HOUSTON, TX 77002 | SVP, Risk and Structuring |

Signatures

/s/ Suzanne L.
Kupiec 08/20/2009

^{**}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).

Each cash unit, subject to achievement of the performance condition, is the economic equivalent of one share of RRI Energy, Inc.

(1) common stock. The cash units were paid in cash on the vesting date based on the vesting date closing stock price, less withholding for taxes.

(2) The cash units were paid in cash on June 1, 2007 upon achievement of a stock price of at least \$23 for 20 consecutive trading days prior to the expiration date.

Each cash unit, subject to achievement of the performance condition, is the economic equivalent of one share of RRI Energy, Inc.

(3) common stock. The cash units are paid in cash on the vesting date based on the vesting date closing stock price, subject to withholding for taxes.

(4) Each cash unit vests and is paid upon RRI Energy, Inc.'s achievement of a stock price of at least \$32 for 20 consecutive trading days at any time during the three-year term ended February 19, 2011.

(5) Each cash unit was forfeited subsequent to the reporting person's resignation as an executive officer of RRI Energy, Inc.

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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