

JACOBS MARK M  
Form 4/A  
August 20, 2009

**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 \*  
JACOBS MARK M

(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 below) \_\_\_ Other (specify below)

President and CEO

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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)**

| 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 Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3)                | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br>Code V | (A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | (A)    | (D)    | Date<br>Exercisable | Expiration<br>Date | Title                          |
|---------------------------|------------------------------------|------------------|----------------------|--|--------|--------|---------------------|--------------------|--------------------------------|
| Performance<br>Cash Units | \$ 0 <sup>(1)</sup>                | 02/20/2007       | A                    |  | 46,688 |        | <sup>(2)</sup>      | 02/20/2010         | Common<br>Stock <sup>(1)</sup> |
| Performance<br>Cash Units | \$ 0 <sup>(1)</sup>                | 06/01/2007       | M                    |  |        | 46,688 | <sup>(2)</sup>      | 02/20/2010         | Common<br>Stock <sup>(1)</sup> |
| Performance<br>Cash Units | \$ 0 <sup>(3)</sup>                | 02/19/2008       | A                    |  | 96,294 |        | <sup>(4)</sup>      | 02/19/2011         | Common<br>Stock <sup>(3)</sup> |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| JACOBS MARK M<br>1000 MAIN STREET<br>12TH FLOOR<br>HOUSTON, TX 77002 |               |           | President and CEO |       |

## Signatures

/s/ Mark M.  
Jacobs

08/20/2009

<sup>\*\*</sup>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.

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.