

Freysinger David S  
Form 3/A  
August 20, 2009

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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)

|                                                                                                                                                                                                                         |                                                                                       |                                                                                       |                                                                                                                                                                                                                                                                                                                                 |                                                                               |                                                                                                                                                                                                                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Freysinger David S</p> <p>(Last) (First) (Middle)</p> <p>1000 MAIN STREET,Â 12TH FLOOR</p> <p>(Street)</p> <p>HOUSTON,Â TXÂ 77002</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/27/2009</p> | <p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>RRI ENERGY INC [RRI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP, Generation Operations</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>06/02/2009</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------|
|                                               | Date Exercisable      Expiration Date                       | Title      Amount or Number of Shares                                          |                                                        |                                                                            |                                                          |

(Instr. 5)

|                        |       |            |                     |       |      |   |   |
|------------------------|-------|------------|---------------------|-------|------|---|---|
| Performance Cash Units | Â (1) | 02/19/2011 | Common<br>Stock (2) | 7,745 | \$ 0 | D | Â |
|------------------------|-------|------------|---------------------|-------|------|---|---|

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |                              |       |
|---------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                           | Director      | 10% Owner | Officer                      | Other |
| Freysinger David S<br>1000 MAIN STREET<br>12TH FLOOR<br>HOUSTON, TX 77002 | Â             | Â         | Â SVP, Generation Operations | Â     |

## Signatures

|                            |            |
|----------------------------|------------|
| /s/ David S.<br>Freysinger | 08/20/2009 |
|----------------------------|------------|

|                                    |      |
|------------------------------------|------|
| **Signature of<br>Reporting Person | Date |
|------------------------------------|------|

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) 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.  
Each cash unit, subject to achievement of the performance condition, is the economic equivalent of one share of RRI Energy, Inc.
- (2) 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.

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.