

GAINES BENNETT L
Form 4
March 12, 2013

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 *
GAINES BENNETT L

(Last) (First) (Middle)
76 S. MAIN ST.

(Street)

AKRON, OH 44308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIRSTENERGY CORP [FE]

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP Corp Svcs & CIO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------------|---|-----------------------|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock | 03/08/2013 | | M | | 2,333 (1) | A | \$ 40.82 | 2,333 | D | |
| Common Stock | 03/08/2013 | | A | | 4,764 (1) | A | \$ 40.82 | 7,097 | D | |
| Common Stock | 03/08/2013 | | F | | 2,350 (1) | D | \$ 40.82 | 4,747 | D | |
| Common Stock | | | | | | | | 1,687.042 (4) | I | By Savings Plan Trust |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| RSUP18 | (2) | 03/08/2013 | | A | 3,242 (3) | 03/01/2016 03/01/2016 | Common Stock | 3,242 |
| RSUP14 | (2) | 03/08/2013 | | M | 2,333 (1) | 03/08/2013 03/08/2013 | Common Stock | 2,333 |
| RSUP16 | (2) | | | | | 03/04/2014 03/04/2014 | Common Stock | 2,811 |
| RSUP17 | (2) | | | | | 03/05/2015 03/05/2015 | Common Stock | 2,885 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GAINES BENNETT L 76 S. MAIN ST. AKRON, OH 44308 | | | Sr VP Corp Svcs & CIO | |

Signatures

Edward J. Udovich, POA 03/12/2013

**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).
- (1) RSUP14 award listed in Table II has been reported at 50% of the original grant amount, as that represents the minimum amount guaranteed to be paid out upon vesting. Because of the performance targets were achieved, the award was paid out on March 8, 2013 at a

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performance rate of 150%. The shares coded "A" represent that portion attributable to this performance adjustment. The shares coded "F" were withheld to cover income tax obligations associated with the payout.

(2) 1 for 1

This transaction is a performance-adjusted restricted stock unit grant (RSUP18) of which 50% is reflected in table II. Of the total shares

(3) granted, 50% of the shares are subject to forfeiture if the performance goals are not met. The full grant can be adjusted upward by an additional 50% if the 3-year goals are achieved.

(4) A review conducted in our normal course of operations revealed that an administrative error was made in calculating the 2009 bonus match in this 401(k) account. The balance has been adjusted to reflect the addition of 1.27 shares.

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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