

TEXAS GENCO HOLDINGS INC
Form 15-12B
December 15, 2004

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION
OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 1-31449

Texas Genco Holdings, Inc.

(Exact name of registrant as specified in its charter)

1111 Louisiana
Houston, Texas 77002
(713) 207-1111

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$.001 per share

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|---|---|
| Rule 12g-4(a)(1)(i) <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(i) <input type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) <input type="checkbox"/> | Rule 12h-3(b)(1)(ii) <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i) <input type="checkbox"/> | Rule 12h-3(b)(2)(i) <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) <input type="checkbox"/> | Rule 12h-3(b)(2)(ii) <input type="checkbox"/> |
| | Rule 15d-6 <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: One

Pursuant to the requirements of the Securities Exchange Act of 1934 Texas Genco Holdings, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: December 15, 2004

TEXAS GENCO HOLDINGS, INC.

By: /s/ Rufus S. Scott
Rufus S. Scott

Vice President, Deputy General Counsel

and Assistant Corporate Secretary