

DYNEGY INC.  
Form 3  
October 07, 2016

**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)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Â Ellis Dean                              |         | (Month/Day/Year)                     | DYNEGY INC. [DYN]  |  |
| (Last)                                    | (First) | (Middle)                             | 10/01/2016   |  |
| 601 TRAVIS STREET,Â SUITE 1400            |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| HOUSTON,Â TXÂ 77002                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Senior Vice President  |  |

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

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 3,617 <sup>(1)</sup>                                  | D  | Â   |

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

SEC 1473 (7-02)

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

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

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|                                      | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option (Right to Buy) | Â (2)            | 03/03/2025      | Common Stock | 4,908                      | \$ 27.24 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (3)            | 03/08/2026      | Common Stock | 11,156                     | \$ 11.05 | D                          | Â |
| Common Stock Warrants (Right to Buy) | 10/02/2012       | 10/02/2017      | Common Stock | 40                         | \$ 40    | D                          | Â |
| Restricted Stock Units               | Â (4)            | Â (4)           | Common Stock | 6,177                      | \$ (4)   | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Ellis Dean<br>601 TRAVIS STREET<br>SUITE 1400<br>HOUSTON, TX 77002 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

/s/ Heidi D. Lewis,  
Attorney-in-Fact

10/07/2016

\*\*Signature of 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) Includes 800 shares of restricted stock units which vests on March 3, 2017 and 1324 shares of restricted stock units which vest in two equal annual installments beginning on March 3, 2017.
- (2) The options became exercisable in three equal installments beginning on March 3, 2016.
- (3) The options become exercisable in three equal installments beginning on March 8, 2017.

Restricted stock unit grant pursuant to Rule 16(b)-3(d). Each restricted stock unit represents a contingent right to receive one share of

- (4) Dynegy Inc. common stock, if available, or the economic cash equivalent of one share of common stock. The restricted stock units vest in three annual equal installments beginning on March 8, 2017.

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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