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MAZANEC Form 4	C GEORGE L									
April 04, 20 FORN Check th if no lor subject to Section Form 4 Form 5 obligation may cor <i>See</i> Inst 1(b).	A 4 UNITED his box nger to 16. or Filed pur Section 17(STATES SECU Wa MENT OF CHA rsuant to Section (a) of the Public U 30(h) of the I	ashington NGES IN SECUI 16(a) of th Utility Hol	, D.C. 20 BENEF RITIES ne Securit ding Con	549 ICIA ies E npany	L OV xchan	WNERSHIP OF ge Act of 1934, of 1935 or Secti	N OMB Number: Expires: Estimated burden h response		
	Address of Reporting C GEORGE L	Person <u>*</u> 2. Issu Symbol	er Name an e	d Ticker or	Tradiı	ıg	5. Relationship Issuer	of Reporting P	Person(s) to	
(Last) 1000 LOU	Middle) 3. Date (Month/	EGY INC. of Earliest T /Day/Year) 2007				_X_ Director	eck all applicable) ve title 10% Owner Other (specify below)			
HOUSTON	(Street) J, TX 77002		nendment, D onth/Day/Yea	-	1		6. Individual or Applicable Line) _X_ Form filed by Form filed by		Person	
(City)	(State)	(Zip) Tal	ble I - Non-l	Derivative	Secur	ities A <i>d</i>	Person cquired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if		3. Transactic Code	3. 4. Securities Acquired 5 Transaction(A) or Disposed of 5 Code (D) 1 (Instr. 8) (Instr. 3, 4 and 5) 6 (A) 7			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
Class A common stock	04/02/2007		Code V A		(D) A	Price (<u>1)</u>		D		
Class A common stock	04/02/2007		A	2,500	А	<u>(1)</u>	2,500	I	By IRA (2)	
Class A common stock	04/02/2007		А	1,000	A	<u>(1)</u>	1,000	I	By Foundation	
Class A common stock	04/02/2007		А	500	А	<u>(1)</u>	500	I	Ib IRA (4)	

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Class A common stock	04/02/2007	А	500	A	<u>(1)</u>	500	Ι	By Trust (5)
Class A common stock	04/02/2007	А	500	А	<u>(1)</u>	500	Ι	By Trust (6)

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

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 Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exerc	cisable and	7. Title and	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Acquired (A) or					
	Derivative			Disposed of (D)					
	Security				(Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(7)</u>	04/02/2007		А	30,844.37	(8)	(8)	Class A common stock	30,844.37

Reporting Owners

Reporting Owner Name / Address	Relationships							
I B	Director	10% Owner	Officer Other					
MAZANEC GEORGE L 1000 LOUISIANA SUITE 5800 HOUSTON, TX 77002	Х							
Signatures								
/s/ Heidi D. Lewis, Attorney-in-Fact		04/04/2007	7					
**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) On April 2, 2007, Dynegy Inc., expected to be renamed Dynegy Illinois Inc. (the ?Predecessor?), merged into a wholly owned subsidiary (the ?Merger?) of Dynegy Acquisition, Inc., now known as Dynegy Inc. (the ?Issuer?). In connection with the Merger, each share of

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Predecessor common stock was converted into the right to receive one share of Issuer common stock.

- (2) Reflects shares held by the George Mazanec IRA.
- (3) Reflects shares held by the Mazanec Foundation, of which the Reporting Person is President and Director.
- (4) Reflects shares held by the GM Schwab IRA.
- (5) Reflects shares held by the Rachel Mazanec Trust, a family trust managed by the Reporting Person, in his capacity as trustee, for the benefit of his granddaughter.
- (6) Reflects shares held by the Jason Mazanec Trust, a family trust managed by the Reporting Person, in his capacity as trustee, for the benefit of his grandson.
- (7) These shares of phantom stock are convertible to Class A common stock on a 1-for-1 basis.

Upon termination of the Reporting Person?s service as a director, the shares of phantom stock become payable, at the election of the(8) Reporting Person, in a lump sum payment or in monthly, quarterly or annual installment payments following such termination. The shares of phantom stock are payable in cash or in shares of Issuer Class A common stock.

(9) Each share of Predecessor phantom stock was converted into one share of Issuer phantom stock, with the same terms and conditions applicable to the Predecessor phantom stock, at the effective time of the Merger.

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.