

DYNEGY INC.  
Form 3  
April 08, 2015

**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 <b>and</b> Ticker or Trading Symbol |  |
| Â Daley Martin W.                         |         | (Month/Day/Year)                     | DYNEGY INC. [DYN]                                  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| 601 TRAVIS STREET,Â SUITE 1400            |         | 04/01/2015                           | (Check all applicable)                             |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| HOUSTON,Â TXÂ 77002                       |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| (City)                                    | (State) | (Zip)                                | (give title below)                                 | (specify below)  |
|   |         |                                      | Executive Vice President                           | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**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                    | 18,102 <sup>(1)</sup>                                 | D  | Â   |
| Common Stock                    | 953 <sup>(2)</sup>                                    | I  | by Fiancee  |

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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (Right to Buy) | Â (3)            | 10/29/2022      | Common Stock | 17,569                     | \$ 18.7             | D   | Â |
| Employee Stock Option (Right to Buy) | Â (4)            | 03/18/2023      | Common Stock | 6,082                      | \$ 23.1             | D   | Â |
| Employee Stock Option (Right to Buy) | Â (5)            | 03/03/2024      | Common Stock | 8,461                      | \$ 23.03            | D   | Â |
| Employee Stock Option (Right to Buy) | Â (6)            | 03/03/2025      | Common Stock | 17,472                     | \$ 27.24            | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Daley Martin W.<br>601 TRAVIS STREET<br>SUITE 1400<br>HOUSTON, TX 77002 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

Heidi Lewis 04/08/2015

\*\*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 2,258 shares of restricted stock which vest on October 29, 2015, 1,299 shares of restricted stock which vest on March 18, 2016, 2,316 shares of restricted stock which vest in two equal annual installments beginning on March 3, 2016 and 7,067 shares of restricted stock which vest in three equal annual installments beginning on March 3, 2016.

(2) Includes 115 shares of restricted stock which vest on March 18, 2016, 260 shares of restricted stock which vest in two equal annual installments beginning on March 3, 2016 and 346 shares of restricted stock which vest in three equal annual installments beginning on March 3, 2016.

(3) The options became exercisable in three equal annual installments beginning on October 29, 2013.

(4) The options became exercisable in three equal annual installments beginning March 18, 2014.

(5) The options became exercisable in three equal annual installments beginning March 3, 2015.

(6) The options become exercisable in three equal annual installments beginning on March 3, 2016.

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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