

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)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/01/2016		
601 TRAVIS STREET,Â SUITE 1400			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Senior Vice President	
HOUSTON,Â TXÂ 77002				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<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	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 601 TRAVIS STREET SUITE 1400 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.

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.