

Jones Henry D.  
Form 4  
April 11, 2018

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jones Henry D.

(Last) (First) (Middle)

601 TRAVIS, 14TH FLOOR

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
DYNEGY INC. [DYN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/09/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP and Chief Commercial Off.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/09/2018		D		100,268	D	11 0

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.**

SEC 1474  
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 24.12	04/09/2018		D		71,277		(2)	(2)	Common Stock	71,277
Common Stock Option (Right to Buy)	\$ 23.03	04/09/2018		D		33,841		(3)	(3)	Common Stock	33,841
Common Stock Option (Right to Buy)	\$ 27.24	04/09/2018		D		28,590		(4)	(4)	Common Stock	28,590
Common Stock Option (Right to Buy)	\$ 11.05	04/09/2018		D		60,309		(5)	(5)	Common Stock	60,309
Common Stock Option (Right to Buy)	\$ 8.02	04/09/2018		D		60,647		(6)	(6)	Common Stock	60,647
Restricted Stock Units	(7)	04/09/2018		D		0		(7)	(7)	Common Stock	0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Henry D. 601 TRAVIS			EVP and Chief Commercial Off.	

14TH FLOOR  
HOUSTON, TX 77002

## Signatures

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

04/11/2018

\_\_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).
  - Disposed of pursuant to the closing of the merger on April 9, 2018 (the "Effective Date") between Issuer and Vistra Energy Corp. (the
  - (1) "Merger") in exchange for 0.652 shares of Vistra Corp. stock having a market value of \$20.83, closing price, per share on the Effective Date of the Merger.
  - (2) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 46,472 shares of Vistra common stock for \$36.99. The option will expire pursuant to the terms of the grant agreement.
  - (3) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 22,064 shares of Vistra common stock for \$35.32. The option will expire pursuant to the terms of the grant agreement.
  - (4) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 18,640 shares of Vistra common stock for \$41.78. The option will expire pursuant to the terms of the grant agreement.
  - (5) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 39,321 shares of Vistra common stock for \$16.95. The option will expire pursuant to the terms of the grant agreement.
  - (6) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 39,541 shares of Vistra common stock for \$12.30. The option will expire pursuant to the terms of the grant agreement.
  - Restricted Stock Units convert into common stock on a one-for-one basis. Disposed of pursuant to the Merger in exchange for 0.652
  - (7) shares of Vistra Restricted Stock Units having a market value of \$20.83, closing price, per share on the Effective Date of the Merger. The Restricted Stock Units will vest pursuant to the terms of the Grant Agreements.

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.