

FLEXON ROBERT C
Form 4
July 13, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FLEXON ROBERT C

(Last) (First) (Middle)
1000 LOUISIANA STREET, SUITE 5800
(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)
07/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 07/11/2011 | | A | | 42,017 | A | \$ 0 |
| | | | | | 42,017 | D | |

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

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 6.25 | 07/11/2011 | | A | 500,000 | (1) 07/11/2021 | 07/11/2021 | Common Stock | 500,000 |
| Employee Stock Option (Right to Buy) | \$ 6.5 | 07/11/2011 | | A | 625,000 | (1) 07/11/2021 | 07/11/2021 | Common Stock | 625,000 |
| Employee Stock Option (Right to Buy) | \$ 8 | 07/11/2011 | | A | 750,000 | (1) 07/11/2021 | 07/11/2021 | Common Stock | 750,000 |
| Employee Stock Option (Right to Buy) | \$ 10 | 07/11/2011 | | A | 125,000 | (1) 07/11/2021 | 07/11/2021 | Common Stock | 125,000 |
| Stock Appreciation Right | \$ 10 | 07/11/2011 | | A | 875,000 | (2) 07/11/2021 | 07/11/2021 | Common Stock | 875,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLEXON ROBERT C 1000 LOUISIANA STREET SUITE 5800 HOUSTON, TX 77002 | X | | President and CEO | |

Signatures

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

07/13/2011

**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) Option grant pursuant to Rule 16b-3(d). The option vests in four equal annual installments beginning on July 11, 2012.

SAR grant pursuant to Rule 16b-3(d). The SAR vests in four equal annual installments beginning on July 11, 2012. The amount paid,

(2) which shall be in cash, is equal to (x) the fair market value of a share of Common Stock on the SAR's exercise date minus (y) the SAR's exercise price.

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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