

Alonso Mario E
Form 4
October 03, 2012

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 *
Alonso Mario E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
601 TRAVIS, 14TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Strategic Planning & Dev

HOUSTON, TX 77002

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

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

(City) (State) (Zip)

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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	10/01/2012		J(1)		9,980 (2)	D	(1) 0
Common Stock	10/01/2012		J(1)		27 (3)	A	(1) 27 (3)

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

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(9-02)

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

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.4	10/01/2012		J ⁽¹⁾		670		<u>(1)</u>	<u>(1)</u>	Common Stock	670
Employee Stock Option (Right to Buy)	\$ 21.5	10/01/2012		J ⁽¹⁾		710		<u>(1)</u>	<u>(1)</u>	Common Stock	710
Employee Stock Option (Right to Buy)	\$ 37.4	10/01/2012		J ⁽¹⁾		2,148		<u>(1)</u>	<u>(1)</u>	Common Stock	2,148
Employee Stock Option (Right to Buy)	\$ 5.65	10/01/2012		J ⁽¹⁾		17,273		<u>(1)</u>	<u>(1)</u>	Common Stock	17,273
Employee Stock Option (Right to Buy)	\$ 7.2	10/01/2012		J ⁽¹⁾		11,294		<u>(1)</u>	<u>(1)</u>	Common Stock	11,294
Common Stock Warrants (Right to Buy)	\$ 40	10/01/2012		J ⁽¹⁾		421		10/03/2012	10/02/2017	Common Stock	421
Phantom Stock Units	<u>(4)</u>	10/01/2012		J ⁽¹⁾		28,250		<u>(1)</u>	<u>(1)</u>	Common Stock	28,250

