

DYNEGY INC.
Form 4
March 05, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Alonso Mario E

(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)
03/03/2015

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 below) ____ Other (specify below)

EVP-Strategic Planning & Dev

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 Ownership (Instr. 4)
Common Stock	03/03/2015 ⁽¹⁾		A ⁽²⁾	7,710	A \$ 0	21,570	D
Common Stock	03/03/2015		F ⁽³⁾	656	D \$ 27.24	20,914 ⁽⁵⁾	D
					⁽⁴⁾		

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

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SEC 1474
(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)
Employee Stock Option (Right to Buy)	\$ 27.24	03/03/2015 ⁽⁶⁾		A	19,060	⁽⁷⁾ 03/03/2025	Common Stock 19,060

Reporting Owners

Reporting Owner Name / Address	Relationships
Alonso Mario E 601 TRAVIS 14TH FLOOR HOUSTON, TX 77002	Director 10% Owner Officer Other EVP-Strategic Planning & Dev

Signatures

/s/ Heidi D. Lewis,
Attorney-in-Fact 03/05/2015

__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) The grants of the restricted stock units were approved by a committee of the Issuer's Board of Directors on March 3, 2015.
- (2) Restricted stock unit grant pursuant to Rule 16b-3(d). Each restricted stock unit represents a contingent right to receive one share of Dynegy Inc. common stock. The restricted stock units vest in three annual equal installments beginning on March 3, 2016.
- (3) These restricted stock units were withheld by Issuer to pay the taxes applicable to the vesting of 2,027 units of restricted stock on March 3, 2015.
- (4) Reflects closing stock price on March 3, 2015.
Amount includes 1,357 restricted stock units that vest on October 29, 2015, 3,247 restricted stock units that vest in two annual equal installments beginning on March 18, 2015, 4,053 restricted stock units that vest in two annual equal installments beginning on March 3, 2016 and 7,710 restricted stock units that vest in three annual equal installments beginning on March 3, 2016.
- (6) The grants of the stock options were approved by a committee of the Issuer's Board of Directors on March 3, 2015.

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(7) Option grant pursuant to rule 16b-3(d). The option becomes exercisable in three annual equal installments beginning 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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