

DYNEGY INC.  
Form 3  
April 08, 2015

**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	
Daley Martin W.		(Month/Day/Year)	DYNEGY INC. [DYN]	
(Last)	(First)	(Middle)	04/01/2015	
601 TRAVIS STREET, SUITE 1400			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HOUSTON, TX 77002			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Executive Vice President	<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	18,102 <sup>(1)</sup>	D	
Common Stock	953 <sup>(2)</sup>	I	by Fiancee

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (3)	10/29/2022	Common Stock	17,569	\$ 18.7	D	Â
Employee Stock Option (Right to Buy)	Â (4)	03/18/2023	Common Stock	6,082	\$ 23.1	D	Â
Employee Stock Option (Right to Buy)	Â (5)	03/03/2024	Common Stock	8,461	\$ 23.03	D	Â
Employee Stock Option (Right to Buy)	Â (6)	03/03/2025	Common Stock	17,472	\$ 27.24	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Daley Martin W. 601 TRAVIS STREET SUITE 1400 HOUSTON, TX 77002	Â	Â	Â Executive Vice President	Â

## Signatures

Heidi Lewis 04/08/2015

\*\*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 2,258 shares of restricted stock which vest on October 29, 2015, 1,299 shares of restricted stock which vest on March 18, 2016, 2,316 shares of restricted stock which vest in two equal annual installments beginning on March 3, 2016 and 7,067 shares of restricted stock which vest in three equal annual installments beginning on March 3, 2016.

(2) Includes 115 shares of restricted stock which vest on March 18, 2016, 260 shares of restricted stock which vest in two equal annual installments beginning on March 3, 2016 and 346 shares of restricted stock which vest in three equal annual installments beginning on March 3, 2016.

(3) The options became exercisable in three equal annual installments beginning on October 29, 2013.

(4) The options became exercisable in three equal annual installments beginning March 18, 2014.

(5) The options became exercisable in three equal annual installments beginning March 3, 2015.

(6) The options become exercisable in three equal annual installments beginning on 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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