

James Catherine C.
Form 4
April 11, 2018

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 *
James Catherine C.

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

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and General Counsel

(Street)
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) Amount (D) Price			
Common Stock	04/09/2018		D	93,337 D 11 0		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 Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 18.7	04/09/2018		D	70,215	<u>(2)</u>	<u>(2)</u>	Common Stock	70,215
Common Stock Option (Right to Buy)	\$ 23.1	04/09/2018		D	27,028	<u>(3)</u>	<u>(3)</u>	Common Stock	27,028
Common Stock Option (Right to Buy)	\$ 23.03	04/09/2018		D	33,841	<u>(4)</u>	<u>(4)</u>	Common Stock	33,841
Common Stock Option (Right to Buy)	\$ 27.24	04/09/2018		D	28,590	<u>(5)</u>	<u>(5)</u>	Common Stock	28,590
Common Stock Option (Right to Buy)	\$ 11.05	04/09/2018		D	52,561	<u>(6)</u>	<u>(6)</u>	Common Stock	52,561
Common Stock Option (Right to Buy)	\$ 8.02	04/09/2018		D	57,278	<u>(7)</u>	<u>(7)</u>	Common Stock	57,278
Restricted Stock Units	<u>(8)</u>	04/09/2018		D	84,712	<u>(8)</u>	<u>(8)</u>	Common Stock	84,712

