

Blodgett J Kevin
 Form 3
 December 08, 2005

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 * Blodgett J Kevin (Last) (First) (Middle) 1000 LOUISIANA, SUITE 5800 (Street) HOUSTON, TX 77002 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/28/2005 | 3. Issuer Name and Ticker or Trading Symbol DYNEGY INC /IL/ [DYN] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) GC & EVP, Administration | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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) |
|------------------------------------|--|---|--|
| Class A common stock | 18,478 ⁽¹⁾ | D | À |
| Class A common stock | 5,230 | I | by 401(k) Plan ⁽²⁾ |

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) | 10/16/2010 | Class A common stock | 2,571 | \$ 50.63 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 01/19/2011 | Class A common stock | 3,337 | \$ 47.19 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 12/21/2011 | Class A common stock | 7,077 | \$ 23.85 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 02/05/2013 | Class A common stock | 2,666 | \$ 1.77 | D | Â |
| Employee Stock Option (right to buy) | Â (7) | 02/10/2014 | Class A common stock | 16,753 | \$ 4.48 | D | Â |
| Employee Stock Option (right to buy) | Â (8) | 01/19/2015 | Class A common stock | 33,743 | \$ 4.3 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Blodgett J Kevin 1000 LOUISIANA SUITE 5800 HOUSTON, TX 77002 | Â | Â | Â GC & EVP, Administration | Â |

Signatures

/s/ Carolyn M. Campbell,
Attorney-in-Fact

12/08/2005

__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 7,813 shares of restricted Class A common stock which vest in full on February 10, 2007 and 10,362 shares of restricted Class A common stock which vest in full on January 19, 2008.
 - (2) Rounded. Reflects shares held for the Reporting Person's account by the Trustee of the Dynegy Inc. 401(k) Savings Plan as of November 28, 2005.
 - (3) The option became exercisable in three equal annual installments beginning October 16, 2001.

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- (4) The option became exercisable in three equal annual installments beginning January 19, 2002.
- (5) The option became exercisable in three equal annual installments beginning December 20, 2002.
- (6) The option became exercisable as to an aggregate of 2,667 shares on February 4, 2004 and February 4, 2005. The remaining 1,333 shares subject to the option become exercisable February 4, 2006.
- (7) The option became exercisable as to 5,585 shares on February 10, 2005. The remaining 11,168 shares subject to the option become exercisable in two equal installments beginning February 10, 2006.
- (8) The option becomes exercisable in three equal annual installments beginning January 19, 2006.

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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