

Daley Martin W.
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 *
Daley Martin W.

(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)
04/09/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
Common Stock	04/09/2018		D	48,194	D 11 0	D	
Common Stock	04/09/2018		D	504	D 11 0	I	Spouse

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)	8. Amount or Number of Shares	
				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	17,569	<u>(2)</u>	<u>(2)</u>	Common Stock	17,569
Common Stock Option (Right to Buy)	\$ 23.1	04/09/2018		D	6,082	<u>(3)</u>	<u>(3)</u>	Common Stock	6,082
Common Stock Option (Right to Buy)	\$ 23.03	04/09/2018		D	8,461	<u>(4)</u>	<u>(4)</u>	Common Stock	8,461
Common Stock Option (Right to Buy)	\$ 27.24	04/09/2018		D	17,472	<u>(5)</u>	<u>(5)</u>	Common Stock	17,472
Common Stock Option (Right to Buy)	\$ 11.05	04/09/2018		D	33,124	<u>(6)</u>	<u>(6)</u>	Common Stock	33,124
Common Stock Option (Right to Buy)	\$ 8.02	04/09/2018		D	48,518	<u>(7)</u>	<u>(7)</u>	Common Stock	48,518
Restricted Stock Units	<u>(8)</u>	04/09/2018		D	73,215	<u>(8)</u>	<u>(8)</u>	Common Stock	73,215
	<u>(8)</u>	04/09/2018		D	294	<u>(8)</u>	<u>(8)</u>		294

