DYNEGY INC. Form 4/A January 17, 2008

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

CLARK THOMAS D JR

(First) (Last)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

DYNEGY INC. [DYN] 3. Date of Earliest Transaction

(Month/Day/Year)

10382 WEST REMINGTON DRIVE 10/15/2007

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

10/18/2007

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X\_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LITTLETON, CO 80127

(City)

1.Title of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(State)

Security (Instr. 3)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or

Beneficially Owned Following Reported

5. Amount of

Securities

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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SEC 1474 (9-02)

7. Nature of

Ownership

(Instr. 4)

Indirect

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V (A) (D) Date **Expiration Title** Amount or Number of Exercisable Date Shares Class A Phantom 2,665.04 (4) 07/16/2007 (3) (1) Α Common 2,665.04 (2) Stock Stock

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

CLARK THOMAS D JR

10382 WEST REMINGTON DRIVE X

LITTLETON, CO 80127

# **Signatures**

/s/ Heidi D. Lewis, Attorney-in-Fact 01/17/2008

\*\*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) These shares of phantom stock are convertible on a 1-for-1 basis.
- Reflects shares of phantom stock issued to the Reporting Person pursuant to the Dynegy Inc. Deferred Compensation Plan for Certain
  Directors, as amended, a Rule 16b-3 Plan with the issuer. The shares of phantom stock were issued in connection with the Reporting
  Person's director compensation for the third quarter of 2007, and the number of shares with respect to the quarter was calculated based on the closing price of the issuer's Class A common stock of \$9.24 on September 28, 2007, the last trading day of the quarter.
- These shares of phantom stock are deemed to be payable immediately as the Reporting Person may elect at any time to transfer the value (3) of such shares to an alternative investment fund maintained by the isssuer under the Dynegy Inc. Deferred Compensation Plan for Certain Directors, as amended.
- (4) Upon termination of the Reporting Person's service as a director, the shares of phantom stock become payable in cash, at the election of the Reporting Person, in a lump sum payment or in monthly, quarterly or annual installment payments following such termination.
- (5) Amended to correct a computational error.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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