Edgar Filing: DYNEGY INC. - Form 4

DVNECV INC

Form 4											
March 05, 201	Л	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL OMB 3235-0287 Number:	
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed p Section 1	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							Expires: Estimated a burden hou response	•	
(Print or Type Re	sponses)										
Callaway Catherine B. Sym			Symbol	Name and		rading	5	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Middle)	DYNEGY INC. [DYN] 3. Date of Earliest Transaction					(Check all applicable)				
(Mor			(Month/Da 03/03/20	-				Director 10% Owner X Officer (give title Other (specify below) below) Exec VP and General Counsel			
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON,	TX 77002							Form filed by M Person	More than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
	2. Transaction D (Month/Day/Yea	ar) Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securiti m(A) or Dis (D) (Instr. 3, 4)	posed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/03/2014 <u>(1)</u>			A <u>(2)</u>	13,895	A	\$0	55,890 <u>(3)</u>	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.03	03/03/2014 <u>(4)</u>		А	33,004	(5)	03/03/2024	Common Stock	33,004

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Callaway Catherine B. 601 TRAVIS 14TH FLOOR HOUSTON, TX 77002			Exec VP and General Counsel			
Signatures						
/s/ Heidi D. Lewis, Attorney-in-Fact		03/05/2014				

Date

**Signature of Reporting Person

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) The grants of the restricted stock units were approved by a committee of the Issuer's Board of Directors on March 3, 2014.
- (2) Restricted stock unit grant pursuant to Rule 16b-3(d). Each restricted stock unit represents a contingent right to receive one share of Dynegy Inc. common stock. The restricted stock units vest in three annual equal installments beginning on March 3, 2015.
- Amount includes 18,048 restricted stock units that vest in two annual equal installments beginning on October 29, 2014, 17,317 restricted
 (3) stock units that vest in three annual equal installments beginning on March 18, 2014, and 13,895 restricted stock units that vest in three annual equal installments beginning on March 3, 2015.
- (4) The grants of the stock options were approved by a committee of the Issuer's Board of Directors on March 3, 2014.
- (5) Option grant pursuant to rule 16b-3(d). The option becomes exercisable in three annual equal installments beginning March 3, 2015.

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.