Edgar Filing: DYNEGY INC. - Form 4

DYNEGY IN	C.										
Form 4											
March 05, 20	14										
FORM	4									PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNERSHIP (SECURITIES					Expires: January 31, 2005 Estimated average burden hours per response 0.5		
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 17(a	a) of the P		ility Hold	ling Co	npany	Act o	ge Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	esponses)										
Freeland Clint Symbol			Symbol	er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
601 TRAVIS, 14TH FLOOR (Month/Da 03/03/20 (Street) 4. If Amer			3. Date of Earliest Transaction(Month/Day/Year)03/03/2014					(Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Exec. VP and CFO			
			ndment, Date Original th/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	eporting	
(City)	(State)	(Zip)	Table	e I - Non-E	erivative	Securi	ties Aco	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)		n Date, if	3. Transacti Code (Instr. 8) Code V	on(A) or I (D) (Instr. 3	ispose 4 and (A) or	d of 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)		
Common Stock	03/03/2014(1)			A <u>(2)</u>	14,330	А	\$0	63,398 <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. Transactic 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>		A	34,035	(5)	03/03/2024	Common Stock	34,035

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Freeland Clint 601 TRAVIS 14TH FLOOR HOUSTON, TX 77002			Exec. VP and CFO				
Signatures							
/s/ Heidi D. Lewis,	03	/05/2014					

Attorney-in-Fact

**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) 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, 21,646 restricted
 (3) stock units that vest in three annual equal installments beginning on March 18, 2014, and 14,330 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.