Burke Carolyn Jeanne Form 4 April 11, 2018

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A Burke Carol		rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			DYNEGY INC. [DYN]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
601 TRAVIS, 14TH FLOOR			(Month/Day/Year) 04/09/2018	Director 10% Owner _X Officer (give title Other (specify below)  EVP, Strategy		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HOUSTON, TX 77002			Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired Disposed of ar Beneficially Owner		

(,)	()	Table	: 1 - Non-De	erivative S	ecuriti	ies Acq	juirea, Disposea o	i, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acc	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	posed	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5	<b>5</b> )	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/09/2018		D	98,153	D	(1)	0	D	

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

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

#### Edgar Filing: Burke Carolyn Jeanne - Form 4

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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. I De Sec (In
				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	70,215	(2)	(2)	Common Stock	70,215	
Common Stock Option (Right to Buy)	\$ 23.1	04/09/2018		D	25,338	(3)	(3)	Common Stock	25,338	
Common Stock Option (Right to Buy)	\$ 23.03	04/09/2018		D	33,841	<u>(4)</u>	<u>(4)</u>	Common Stock	33,841	
Common Stock Option (Right to Buy)	\$ 27.24	04/09/2018		D	28,590	<u>(5)</u>	<u>(5)</u>	Common Stock	28,590	
Common Stock Option (Right to Buy)	\$ 11.05	04/09/2018		D	53,061	<u>(6)</u>	<u>(6)</u>	Common Stock	53,061	
Common Stock Option (Right to Buy)	\$ 8.02	04/09/2018		D	57,278	<u>(7)</u>	<u>(7)</u>	Common Stock	57,278	
Restricted Stock Units	<u>(8)</u>	04/09/2018		D	94,671	<u>(8)</u>	<u>(8)</u>	Common Stock	94,671	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Burke Carolyn Jeanne

601 TRAVIS 14TH FLOOR

EVP, Strategy

HOUSTON, TX 77002

# **Signatures**

/s/ Heidi D. Lewis, Attorney-in-Fact

04/11/2018

\*\*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).
- Disposed of pursuant to the closing of the merger on April 9, 2018 (the "Effective Date") between Issuer and Vistra Energy Corp. (the "Merger") in exchange for 0.652 shares of Vistra Corp. stock having a market value of \$20.83, closing price, per share on the Effective Date of the Merger.
- (2) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 45,780 shares of Vistra common stock for \$28.68. The option will expire pursuant to the terms of the grant agreement.
- (3) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 16,520 shares of Vistra common stock for \$35.43. The option will expire pursuant to the terms of the grant agreement.
- (4) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 22,064 shares of Vistra common stock for \$35.32. The option will expire pursuant to the terms of the grant agreement.
- (5) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 18,640 shares of Vistra common stock for \$41.78. The option will expire pursuant to the terms of the grant agreement.
- (6) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 34,595 shares of Vistra common stock for \$16.95. The option will expire pursuant to the terms of the grant agreement.
- (7) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 37,345 shares of Vistra common stock for \$12.30. The option will expire pursuant to the terms of the grant agreement.

Restricted Stock Units convert into common stock on a one-for-one basis. Disposed of pursuant to the Merger in exchange for 0.652

(8) shares of Vistra Restricted Stock Units having a market value of \$20.83, closing price, per share on the Effective Date of the Merger. The Restricted Stock Units will vest pursuant to the terms of the Grant Agreements.

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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