

Daley Martin W.
Form 4
March 12, 2018

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Daley Martin W.

(Last) (First) (Middle)

601 TRAVIS STREET, SUITE 1400

(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)

03/08/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	03/08/2018		M	6,113 A	\$ 50,788	D	
Common Stock	03/08/2018		F ⁽²⁾	2,594 D	\$ 13.47 (3) 48,194 (4)	D	
Common Stock	03/08/2018		M	294 A	\$ 798	I	Spouse
Common Stock	03/08/2018		D	294 D	\$ 13.47 504	I	Spouse

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

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(9-02)

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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	03/08/2018		M		6,113		(5)	(5)	Common Stock	6,113	\$
Restricted Stock Units	(6)	03/08/2018		M		294		(6)	(6)	Common Stock	294	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Daley Martin W. 601 TRAVIS STREET SUITE 1400 HOUSTON, TX 77002			EVP and COO	

Signatures

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

03/12/2018

**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).

(1) Each restricted stock unit is the economic equivalent of one share of Dynegy Inc. common stock.

(2) These restricted stock units were withheld to pay the taxes applicable to the vesting of 6,113 units of restricted stock on March 8, 2018.

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(3) Reflects closing stock price on March 8, 2018.

(4) Amount includes 20,948 restricted stock units that vest in two annual equal installments beginning on March 1, 2019.

On March 8, 2016, the reporting person was granted 18,340 restricted stock units representing the contingent right to receive for each
(5) restricted stock unit one share of Dynegy Inc. common stock or the cash equivalent of one share of common stock. The restricted stock units vest in three annual equal installments which began on March 8, 2017.

Each restricted stock unit is the economic equivalent of one share of Dynegy Inc. common stock. The restricted stock units become
(6) payable in cash after the vesting date. On March 8, 2018, 294 restricted stock units vested and were settled in cash based upon the closing stock price of \$13.47 on March 8, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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