#### WILLIAMSON BRUCE A

Form 4/A March 06, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31,

2005

0.5

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

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

	Address of Repo	_	2. Issuer Name and Ticker or Trading Symbol DYNEGY INC. [DYN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					
1000 LOUISIANA, SUITE 5800			(Month/Day/Year) 04/02/2007	_X_ Director 10% OwnerX_ Officer (give title Other (specify below) Chairman & CEO				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) 04/04/2007	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
HOUSTON, TX 77002				Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned				
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(City)	(State)	Tab.	le I - Non-I	Derivative S	ecurit	ies Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any		3. Transaction	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct		
(msu. 3)		(Month/Day/Year)	(Instr. 8)	(mour 5, 1	(A) or		Owned Following Reported Transaction(s)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A common stock	04/02/2007		F	131,316 (1)	D	\$ 9.67	1,124,548	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
WILLIAMSON BRUCE A 1000 LOUISIANA SUITE 5800 HOUSTON, TX 77002	X		Chairman & CEO					

# **Signatures**

/s/ Heidi D. Lewis, Attorney-in-Fact 03/06/2009

## **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).

Date

(1) Amended to reflect a reduction in the number of shares withheld by Issuer to pay the taxes applicable to the vesting of 360,261 shares of restricted stock on April 2, 2007, which results in a 625 share increase to the total number of shares beneficially owned.

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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