DYNEGY INC. Form 4 March 03, 2017

## 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

(Print or Type Responses)

(Last)

(City)

(Instr. 3)

Common

Stock

1. Name and Address of Reporting Person \* Burke Carolyn Jeanne

(First) (Middle)

601 TRAVIS, 14TH FLOOR

(Street)

(State)

03/01/2017(1)

2. Issuer Name and Ticker or Trading

Symbol

DYNEGY INC. [DYN]

3. Date of Earliest Transaction

(Month/Day/Year)

03/01/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) below)

6. Individual or Joint/Group Filing(Check

EVP, Strategic Development

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of

Beneficially

Securities

Owned

HOUSTON, TX 77002

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(Zip)

Execution Date, if any

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

Code V Amount (D) Price

 $A^{(2)}$ 

37,095 Α \$0 93,440 (3)

Following (Instr. 4) Reported Transaction(s)

D

(D) or

Indirect (I) Ownership (Instr. 4)

Beneficial

6. Ownership 7. Nature of

Form: Direct Indirect

(Instr. 3 and 4)

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

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SEC 1474 (9-02)

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

#### Edgar Filing: DYNEGY INC. - 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. Transacti 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)	\$ 8.02	03/01/2017(4)		A	57,278	<u>(5)</u>	03/01/2027	Common Stock	57,278

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Burke Carolyn Jeanne 601 TRAVIS 14TH FLOOR HOUSTON, TX 77002

EVP, Strategic Development

## **Signatures**

/s/ Heidi D. Lewis, Attorney-in-Fact 03/03/2017

\*\*Signature of Reporting Person Dat

## **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 1, 2017.
- (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 1, 2017.
- (3) Amount includes 4,631 restricted stock units that vest on March 3, 2017 and 7,709 restricted stock units that vest in two annual equal installments beginning on March 3, 2017.
- (4) The grants of the stock options were approved by a committee of the Issuer's Board of Directors on March 1, 2017.
- (5) Option grant pursuant to rule 16b-3(d). The option becomes exercisable in three annual equal installments beginning March 1, 2018. 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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