DYNEGY INC. Form 4 March 03, 2017

# FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 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).

(C:+-)

Stock

(State)

(Print or Type Responses)

1. Name and Address of Reporting Person * Petrone Sheree M.			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	(Check all applicable)		
601 TRAVIS	STREET,	SUITE 1400	(Month/Day/Year) 03/01/2017	Director 10% Owner Officer (give title Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HOUSTON,	ГХ 77002		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (.	Table Table	e I - Non-D	erivative S	ecurities A	cquired, Disposed	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Acquire	d 5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of		Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A)	Transaction(s)		
~			Code V	Amount	or (D) Pri	(Instr. 3 and 4)		
Common	03/01/2017(1)		$A^{(2)}$	21,821	A \$0	36,765 (3)	D	

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

(7:n)

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)

### 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. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	vative Expiration Date urities (Month/Day/Year) uired (A) risposed of ex. 3, 4,		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	33,693	<u>(5)</u>	03/01/2027	Common Stock	33,693

Deletionship

### **Reporting Owners**

Reporting Owner Name / Address	Keiationsnips					
	Director	10% Owner	Officer	Other		

Petrone Sheree M. 601 TRAVIS STREET SUITE 1400 HOUSTON, TX 77002

**Executive Vice President** 

## **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 1,129 restricted stock units that vest on March 3, 2017 and 3,854 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 on 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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