

Cox Julius  
Form 4  
April 11, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cox Julius

(Last) (First) (Middle)

601 TRAVIS, 14TH FLOOR

(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)  
04/09/2018

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 \_\_\_\_ Other (specify  
below) below)

EVP

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/09/2018		D		41,300	D	11 0

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

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

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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)			
				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		13,754		(2)	(2)	Common Stock	13,754
Common Stock Option (Right to Buy)	\$ 23.1	04/09/2018		D		4,730		(3)	(3)	Common Stock	4,730
Common Stock Option (Right to Buy)	\$ 23.03	04/09/2018		D		8,672		(4)	(4)	Common Stock	8,672
Common Stock Option (Right to Buy)	\$ 27.24	04/09/2018		D		17,313		(5)	(5)	Common Stock	17,313
Common Stock Option (Right to Buy)	\$ 11.05	04/09/2018		D		30,035		(6)	(6)	Common Stock	30,035
Common Stock Option (Right to Buy)	\$ 8.02	04/09/2018		D		36,389		(7)	(7)	Common Stock	36,389
Restricted Stock Units	(8)	04/09/2018		D		60,084		(8)	(8)	Common Stock	60,084

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
Cox Julius 601 TRAVIS 14TH FLOOR HOUSTON, TX 77002	EVP

## 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
- (1) "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 8,967 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 3,085 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 5,654 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 11,288 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 19,582 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 23,725 shares of Vistra common stock for \$12.30. The option will expire pursuant to the terms of the grant agreement.
  - (8) Restricted Stock Units convert into common stock on a one-for-one basis. Disposed of pursuant to the Merger in exchange for 0.652 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.

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