

Petrone Sheree M.
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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Petrone Sheree M.

(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, Retail

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	04/09/2018		D	38,778	D	0	D

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

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information contained in this form are not
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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)**

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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)		8. 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)	\$ 19.42	04/09/2018		D		19,143		(2)	(2)	Common Stock	19,143
Common Stock Option (Right to Buy)	\$ 23.03	04/09/2018		D		8,249		(3)	(3)	Common Stock	8,249
Common Stock Option (Right to Buy)	\$ 27.24	04/09/2018		D		14,295		(4)	(4)	Common Stock	14,295
Common Stock Option (Right to Buy)	\$ 11.05	04/09/2018		D		30,936		(5)	(5)	Common Stock	30,936
Common Stock Option (Right to Buy)	\$ 8.02	04/09/2018		D		33,693		(6)	(6)	Common Stock	33,693
Restricted Stock Units	(7)	04/09/2018		D		46,648		(7)	(7)	Common Stock	46,648

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Petrone Sheree M. 601 TRAVIS			EVP, Retail	

14TH FLOOR
HOUSTON, TX 77002

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 12,481 shares of Vistra common stock for \$29.79. 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 5,378 shares of Vistra common stock for \$35.32. 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 9,320 shares of Vistra common stock for \$41.78. 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 20,170 shares of Vistra common stock for \$16.95. 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 21,967 shares of Vistra common stock for \$12.30. The option will expire pursuant to the terms of the grant agreement.
- Restricted Stock Units convert into common stock on a one-for-one basis. Disposed of pursuant to the Merger in exchange for 0.652
- (7) 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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