

Alonso Mario E
Form 4
October 03, 2012

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
Alonso Mario E

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)
601 TRAVIS, 14TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Strategic Planning & Dev

HOUSTON, TX 77002

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock | 10/01/2012 | | J(1) | | 9,980(2) | D | |
| Common Stock | 10/01/2012 | | J(1) | | 27(3) | A | |

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

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SEC 1474 (9-02)

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

| 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 |
| Employee Stock Option (Right to Buy) | \$ 22.4 | 10/01/2012 | | J ⁽¹⁾ | | 670 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 670 |
| Employee Stock Option (Right to Buy) | \$ 21.5 | 10/01/2012 | | J ⁽¹⁾ | | 710 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 710 |
| Employee Stock Option (Right to Buy) | \$ 37.4 | 10/01/2012 | | J ⁽¹⁾ | | 2,148 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 2,148 |
| Employee Stock Option (Right to Buy) | \$ 5.65 | 10/01/2012 | | J ⁽¹⁾ | | 17,273 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 17,273 |
| Employee Stock Option (Right to Buy) | \$ 7.2 | 10/01/2012 | | J ⁽¹⁾ | | 11,294 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 11,294 |
| Common Stock Warrants (Right to Buy) | \$ 40 | 10/01/2012 | | J ⁽¹⁾ | | 421 | | 10/03/2012 | 10/02/2017 | Common Stock | 421 |
| Phatom Stock Units | <u>(4)</u> | 10/01/2012 | | J ⁽¹⁾ | | 28,250 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 28,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Alonso Mario E 601 TRAVIS 14TH FLOOR HOUSTON, TX 77002 | | | VP-Strategic Planning & Dev | |

Signatures

/s/ Heidi D. Lewis, 10/03/2012
 Attorney-in-Fact

**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).
- Pursuant to the Joint Chapter 11 Plan of Reorganization (the "Plan") for Dynegy Holdings, LLC and Dynegy Inc. (the "Company"), which was confirmed by the United States Bankruptcy Court for the Southern District of New York, Poughkeepsie Division on September 10, 2012 and became effective on October 1, 2012 (the "Effective Date"), (i) all outstanding shares of capital stock and other equity rights, including shares of common stock, employee stock options, phantom stock awards and stock appreciation rights in the Company outstanding prior to the Effective Date, were cancelled, (ii) new shares of common stock of the reorganized Company ("New Common Stock") were issued to the former holders of common stock in the Company as of the Effective Date on an approximately 123-for-one basis, and (iii) warrants to purchase shares of New Common Stock were issued to the former holders of common stock in the Company as of the Effective Date under the Plan on an approximately 8-for-one basis.
- (1) Includes 6,666 shares of restricted stock which would vest in full on March 3, 2013.
 - (2) Reflects the issuance of 27 shares of New Common Stock and 421 warrants based on the Reporting Person's holdings of 3,314 shares of common stock in the Company prior to the Effective Date.
 - (3) These shares are deemed to be phantom stock units that are convertible on a one-for-one basis and payable solely in cash.

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.