

DYNEGY INC.
Form 3
January 10, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Cook Charles C</p> <p>(Last) (First) (Middle)</p> <p>1000 LOUISIANA,Â SUITE 5800</p> <p>(Street)</p> <p>HOUSTON,Â TXÂ 77002</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>DYNEGY INC. [DYN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr. VP and Treasurer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock ⁽¹⁾	19,052	D	Â
Class A common stock	1,023	I	by 401(k) Plan ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	06/08/1998	06/08/2008	Class A common stock	140	\$ 10.82	D	Â
Employee Stock Option (right to buy)	11/19/1998	11/19/2008	Class A common stock	10,522	\$ 10.01	D	Â
Employee Stock Option (right to buy)	Â (3)	11/19/2009	Class A common stock	7,747	\$ 16.62	D	Â
Employee Stock Option (right to buy)	Â (4)	01/19/2011	Class A common stock	10,141	\$ 47.19	D	Â
Employee Stock Option (right to buy)	Â (5)	09/29/2011	Class A common stock	8,116	\$ 34.65	D	Â
Employee Stock Option (right to buy)	Â (6)	12/21/2011	Class A common stock	9,065	\$ 23.85	D	Â
Employee Stock Option (right to buy)	Â (7)	03/16/2016	Class A common stock	48,276	\$ 4.88	D	Â
Employee Stock Option (right to buy)	Â (8)	04/02/2017	Class A common stock	37,475	\$ 9.67	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cook Charles C 1000 LOUISIANA SUITE 5800 HOUSTON, TX 77002	Â	Â	Â Sr. VP and Treasurer	Â

Signatures

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

01/10/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 9,514 shares of restricted Class A common stock which vest in full on April 2, 2010.
- (2) Rounded. Reflects shares held for the Reporting Person's account by the Trustee of Dynegy Inc. 401(k)Savings Plan as of January 1, 2008.
- (3) The option became exercisable in three equal annual installments beginning November 19, 2000.
- (4) The option became exercisable in three equal annual installments beginning January 19, 2002.
- (5) The option became exercisable in three equal annual installments beginning September 28, 2002.
- (6) The option became exercisable in three equal annual installments beginning December 20, 2002.
- (7) The option became exercisable as to 16,092 shares on March 16, 2007. The remaining 32,184 shares subject to the option became exercisable on April 2, 2007.
- (8) The option becomes exercisable in three equal annual installments beginning April 2, 2008.

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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