#### **BIEGLER DAVID W** Form 4

April 04, 2011

## 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

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(b).

1. Name and Address of Reporting Person \* **BIEGLER DAVID W** 

(First) (Middle) (Last)

C/O SOUTHCROSS ENERGY, LLC, 1700 PACIFIC, SUITE 2900

(Street)

**DALLAS, TX 75201** 

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading Symbol

DYNEGY INC. [DYN]

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

03/31/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

below)

(Check all applicable)

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

below) Interim Pres and CEO

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

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed 3. Execution Date, if (Month/Day/Year)

Code Disposed of (D) (Instr. 8)

TransactionAcquired (A) or (Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (T)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

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

(A)

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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)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

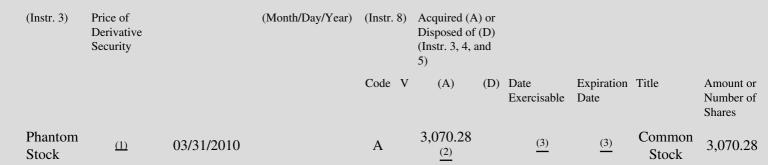
Execution Date, if any

4 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
r	Director	10% Owner	Officer	Other
BIEGLER DAVID W C/O SOUTHCROSS ENERGY, LLC 1700 PACIFIC, SUITE 2900 DALLAS, TX 75201	X		Interim Pres and CEO	

# **Signatures**

/s/ Heidi D. Lewis,
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).
- (1) These shares are held in a rabbi trust and are deemed to be phantom stock that are convertible on a 1-for-1 basis.
  - Reflects shares of phantom stock issued to the Reporting Person pursuant to the Dynegy Inc. Deferred Compensation Plan for Certain Directors, as amended, a Rule 16b-3 Plan with the issuer. The shares of phantom stock were issued in connection with the Reporting
- (2) Person's director compensation for the first quarter of 2011, and the number of shares of phantom stock issued with respect to the quarter was calculated based on the stock price of the issuer's common stock of \$5.70 (rounded) on March 31, 2011, the last trading day of the quarter.
- Upon termination of the Reporting Person's service as a director, the shares of phantom stock become payable, at the election of the (3) Reporting Person, in a lump sum payment or in monthly, quarterly or annual installment payments following such termination. The shares of phantom stock are payable in cash or in shares of the issuer's common stock.

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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