## Edgar Filing: FLEXON ROBERT C - Form 4

FLEXON RC Form 4	DBERT C											
November 02	2, 2012											
<b>FORM</b> Check thi	UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB APPROVAL OMB 3235-028 Number: January 31	
if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru	er <b>STAT</b> 5. Filed p <sup>18</sup> Section 1	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							Expires: 2005 Estimated average burden hours per response 0.5			
1(b).												
(Print or Type R	esponses)											
FLEXON ROBERT C Syml			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			DYNEGY INC. [DYN]						(Check all applicable)			
601 TRAVIS, 14TH FLOOR (Month 10/31			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2012					X Director 10% Owner X Officer (give title Other (specify below) below) President and CEO			
			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
HOUSTON,	TX 77002		Filed(Mor	nth/Day/Ye	ar)				Applicable Line) _X_Form filed by C Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-	-De	erivative So	ecuriti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any		3.	tion)	4. Securitie (A) or Disp (Instr. 3, 4) Amount	es Acq posed o	uired of (D)	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	
Common Stock	10/31/2012 <u>(1)</u>	)		A <u>(2)</u>		105,281	А	\$0	105,623 <u>(3)</u>	D		

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 displays a currently valid OMB control number.

 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. Transactic Code (Instr. 8)			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 Number Shares
Employee Stock Option (Right to Buy)	\$ 18.7	10/31/2012 <u>(4)</u>		A	273,059		(5)	10/31/2022	Common Stock	273,05

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FLEXON ROBERT C 601 TRAVIS 14TH FLOOR HOUSTON, TX 77002	Х		President and CEO				
Signatures							
/s/ Heidi D. Lewis, Attorney-in-Fact		11/02/2012					

\*\*Signature of Reporting Person

## **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) The grants of the restricted stock units were approved by a committee of the Issuer's Board of Directors on October 29, 2012.
- Restricted stock unit grant pursuant to Rule 16b-3(d). Each restricted stock unit represents a contingent right to receive one share of (2)Dynegy Inc. common stock. The restricted stock units vest in three annual equal installments beginning on October 31, 2013.
- (3) Amount includes 105,281 restricted stock units that vest in three annual equal installments beginning on October 31, 2013.
- (4) The grants of the stock options were approved by a committee of the Issuer's Board of Directors on October 29, 2012.

Date

(5) Option grant pursuant to rule 16b-3(d). The option becomes exercisable in three annual equal installments beginning October 31, 2013.

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.