## Edgar Filing: DYNEGY INC. - Form 4

DYNEGY I Form 4	INC.											
May 06, 20												
FORM	<b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington D.C. 20549								OMB OMB Number:	PPROVAL 3235-0287		
Check t if no lor subject Section Form 4 Form 5 obligati may cor <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	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 20(h) of the Investment Company Act of 1940										
(Print or Type	Responses)											
LS Power Equity Partners PIE I L P Sym				er Name <b>an</b> GY INC.	d Ticker or 7	Fradin	5	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (		3. Date of Earliest Transaction					(Check	heck all applicable)			
			(Month/Day/Year) 05/05/2010					Director    X 10% Owner       Officer (give title     Other (specify below)				
				(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOR	RK, NY 10019						P	Form filed by Mo erson	ore than One Rej	porting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative S	Securit	ties Acqui	red, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Insaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class A Common Stock	05/05/2010			Code V S	Amount 394,302	(D) D	Price \$ 1.2994	18,741,511	D			
Class A Common Stock	05/06/2010			S	283,826	D	\$ 1.2683	18,457,685	D			

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

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I g i i i i i i i i i i i i i i i i i i	Director	10% Owner	Officer	Other			
LS Power Equity Partners PIE I L P 1700 BROADWAY 35TH FLOOR NEW YORK, NY 10019		Х					
Signatures							
/s/ Darpan Kapadia, Managing Director	05/06/2010						
**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).

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.