## Edgar Filing: DYNEGY INC. - Form 4

DYNEGY Form 4 May 06, 20											
FORM	ЛЛ	STATES SEC V		AND EXCI n, D.C. 2054		GE CON	MMISSION	OMB AP OMB Number:	PROVAL 3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Statement of Statement of Section 17(a) of the 30(h)			ANGES IN SECU n 16(a) of t	Expires:January 3Expires:200Estimated averageburden hours perresponse0.							
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> LS Power Partners, L.P.		Symbo	2. Issuer Name <b>and</b> Ticker or Trading Symbol DYNEGY INC. [DYN]				5. Relationship of Reporting Person(s) to Issuer				
(Last) 1700 BRO	(First)	Middle) 3. Dat (Mont	e of Earliest h/Day/Year) 5/2010	Transaction			Director	all applicable) X10% tleOther below)	Owner		
	(Street)		.mendment, l Month/Day/Ye	Date Original ear)		6. I Ap	Individual or Join plicable Line) _ Form filed by On	nt/Group Filing	son		
NEW YOF	RK, NY 10019					Per	Form filed by Mo son	re than One Rep	orting		
(City) 1.Title of Security (Instr. 3)	(State) (Zip) Tai 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		(A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	y Owned 7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class A Common Stock	05/05/2010		Code V S	Amount 21,117	or (D) D	Price \$ 1.2994	(Instr. 3 and 4) 1,003,702	D			
Class A Common Stock	05/05/2010		S	1,060,037 (1)	D	\$ 1.2994	50,384,470 (2)	Ι	See Remarks		
Class A Common Stock	05/06/2010		S	15,200	D	\$ 1.2683	988,502	D			
Class A Common Stock	05/06/2010		S	763,034 ( <u>3)</u>	D	\$ 1.2683	49,621,436 (4)	I	See Remarks		

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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. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of		

Code V (A) (D)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LS Power Partners, 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).
- (1) Of these shares, LS Power Equity Partners, L.P. ("LSPEP") sold 650,262 shares, LS Power Equity Partners PIE I, L.P. ("PIE I") sold 394,302 shares and LSP Gen Investors, L.P. ("Gen Investors") sold 15,473 shares.
- (2) Of these shares, LSPEP directly holds 30,907,506 shares, PIE I directly holds 18,741,511 shares, and Gen Investors directly holds 735,453 shares.
- (3) Of these shares, LSPEP sold 468,070 shares, PIE I sold 283,826 shares and Gen Investors sold 11,138 shares.
- (4) Of these shares, LSPEP directly holds 30,439,436 shares, PIE I directly holds 18,457,685 shares, and Gen Investors directly holds 724,315 shares.

Shares

#### **Remarks:**

LS Power Partners, L.P. ("LSP Partners") is the general partner of LS Power Equity Partners, L.P. ("LSPEP"), LS Power Equity Partners PIE I, L.P. ("PIE I") and LSP Gen Investors, L.P. ("Gen Investors"). As a result of its relationship with LSPEP, PIE I, and Gen Investors, LSP Partners may be deemed to have shared voting and investment power to the shares beneficially owned by LSPEP, PIE I, and Gen Investors. As such, LSP Partners may be deemed to have shared b ownership of the shares of which LSPEP, PIE I, and Gen Investors are the owners. LSP Partners, however, disclaims benefici of such shares except to the extent of its pecuniary interest therein.

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.