DYNEGY INC. Form 4 June 05, 2015

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 1(b).

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

2. Issuer Name and Ticker or Trading

DYNEGY INC. [DYN]

3. Date of Earliest Transaction

(Month/Day/Year)

06/03/2015

(Print or Type Responses)

1. Name and Address of Reporting Person * BARBAS PAUL M

(First) (Middle) (Last)

(Street)

06/03/2015(1)

601 TRAVIS, SUITE 1400

HOUSTON, TX 77002

(City)

Common

Stock

Number:

OMB

3235-0287

0.5

January 31, Expires:

2005 Estimated average burden hours per

OMB APPROVAL

response...

10% Owner Other (specify

6. Ownership 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Form: Direct

(D) or

D

Indirect (I)

(Instr. 4)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Person

below)

Issuer

X_ Director

Officer (give title

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or (Instr. 3) Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

Beneficially Owned Following Reported Transaction(s)

5. Amount of

Securities

(Instr. 3 and 4)

Code V Amount (D) Price

 $A^{(2)}$ 3,393 A \$0 18,072

(A)

or

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

Symbol

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable	e and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year))	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4)		Owne
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date Expi	iration '	Title Amount		
					(11)	Exercisable Date		or		
						Zaterensuere Butt		Number		
								of		
								Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting Owner Hume / Hudress	Director	10% Owner	Officer	Other		
BARBAS PAUL M 601 TRAVIS, SUITE 1400 HOUSTON, TX 77002	X					

Signatures

/s/ Heidi D. Lewis, 06/05/2015 Attorney-in-Fact

**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).
- Grants of restricted stock units approved by Issuer's Compensation and Human Resources Committee of the Board of Directors on June 3, **(1)** 2015.
- Restricted stock units grant pursuant to Rule 16b-3(d). The restricted stock units were issued in connection with the Reporting Person's director compensation, and the number of units issued was calculated based on the closing stock price of the Issuer's common stock of \$32.42 on June 3, 2015. Each restricted stock unit represents a contingent right to receive one share of Dynegy Inc. common stock. The restricted stock units vest in full on June 3, 2016.

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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