

FLEXON ROBERT C
Form 4
April 11, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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. Name and Address of Reporting Person *
FLEXON ROBERT C

(Last) (First) (Middle)
601 TRAVIS, 14TH FLOOR
(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DYNEGY INC. [DYN]

3. Date of Earliest Transaction
(Month/Day/Year)
04/09/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	04/09/2018		D	664,057	D 0	D	

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

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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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 or Number of Shares
Common Stock Option (Right to Buy)	\$ 18.7	04/09/2018		D	273,059	<u>(2)</u>	<u>(2)</u>	Common Stock	273,059
Common Stock Option (Right to Buy)	\$ 23.1	04/09/2018		D	101,352	<u>(3)</u>	<u>(3)</u>	Common Stock	101,352
Common Stock Option (Right to Buy)	\$ 23.03	04/09/2018		D	139,594	<u>(4)</u>	<u>(4)</u>	Common Stock	139,594
Common Stock Option (Right to Buy)	\$ 27.24	04/09/2018		D	148,984	<u>(5)</u>	<u>(5)</u>	Common Stock	148,984
Common Stock Option (Right to Buy)	\$ 11.05	04/09/2018		D	311,785	<u>(6)</u>	<u>(6)</u>	Common Stock	311,785
Common Stock Option (Right to Buy)	\$ 8.02	04/09/2018		D	352,561	<u>(7)</u>	<u>(7)</u>	Common Stock	352,561
Restricted Stock Units	<u>(8)</u>	04/09/2018		D	497,281	<u>(8)</u>	<u>(8)</u>	Common Stock	497,281

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

FLEXON ROBERT C
601 TRAVIS
14TH FLOOR
HOUSTON, TX 77002

X President and CEO

Signatures

/s/ Heidi D. Lewis,
Attorney-in-Fact

04/11/2018

__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) Disposed of pursuant to the closing of the merger on April 9, 2018 (the "Effective Date") between Issuer and Vistra Energy Corp. (the "Merger") in exchange for 0.652 shares of Vistra Corp. stock having a market value of \$20.83, closing price, per share on the Effective Date of the Merger.

(2) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 178,034 shares of Vistra common stock for \$28.68. The option will expire pursuant to the terms of the grant agreement.

(3) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 66,081 shares of Vistra common stock for \$35.43. The option will expire pursuant to the terms of the grant agreement.

(4) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 91,015 shares of Vistra common stock for \$35.32. The option will expire pursuant to the terms of the grant agreement.

(5) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 97,137 shares of Vistra common stock for \$41.78. The option will expire pursuant to the terms of the grant agreement.

(6) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 203,283 shares of Vistra common stock for \$16.95. The option will expire pursuant to the terms of the grant agreement.

(7) This option was assumed by Vistra Corp. in the Merger and replaced with an option to purchase 229,869 shares of Vistra common stock for \$12.30. The option will expire pursuant to the terms of the grant agreement.

(8) Restricted Stock Units convert into common stock on a one-for-one basis. Disposed of pursuant to the Merger in exchange for 0.652 shares of Vistra Restricted Stock Units having a market value of \$20.83, closing price, per share on the Effective Date of the Merger. The Restricted Stock Units will vest pursuant to the terms of the Grant Agreements.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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