

DYNEGY INC.
Form 4
April 19, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LS Power Development, L.L.C.

(Last) (First) (Middle)

TWO TOWER CENTER, 11TH FLOOR

(Street)

EAST BRUNSWICK, NJ 08816

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------|---|-------------|
| | | | Code | V | Amount or Price | | | | | |
| Class A Common Stock | 04/15/2010 | | S | | 1,933,800 (1) | D | \$ 1.3341 | 74,712,401 (2) | I | See Remarks |
| Class A Common Stock | 04/15/2010 | | S | | 2,000,000 (3) | D | \$ 1.26 | 72,712,401 (4) | I | See Remarks |
| Class A Common Stock | 04/16/2010 | | S | | 1,689,054 (5) | D | \$ 1.2048 | 71,023,347 (6) | I | See Remarks |
| Class A Common | 04/19/2010 | | S | | 1,026,699 (7) | D | \$ 1.1707 | 69,996,648 (8) | I | See Remarks |

Stock

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

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(9-02)

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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LS Power Development, L.L.C. TWO TOWER CENTER 11TH FLOOR EAST BRUNSWICK, NJ 08816 | | X | | |

Signatures

/s/ Darpan Kapadia, Managing Director
04/19/2010
**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 Associates, L.P. ("LSP Associates") sold 277,800 shares, LS Power Equity Partners, L.P. ("LSPEP") sold 996,000 shares, LS Power Equity Partners PIE I, L.P. ("PIE I") sold 604,000 shares, LS Power Partners, L.P. ("LSP Partners") sold 32,300 shares and LSP Gen Investors, L.P. ("Gen Investors") sold 23,700 shares.
 - (2) Of these shares, LSP Associates directly holds 10,732,714 shares, LSPEP directly holds 38,480,699 shares, PIE I directly holds 23,333,648 shares, LSP Partners directly holds 1,249,680 shares and Gen Investors directly holds 915,660 shares.

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- (3) Of these shares, LSP Associates sold 287,305 shares, LSPEP sold 1,030,108 shares, PIE I sold 624,579 shares, LSP Partners sold 33,496 shares and Gen Investors sold 24,512 shares.
- (4) Of these shares, LSP Associates directly holds 10,445,409 shares, LSPEP directly holds 37,450,591 shares, PIE I directly holds 22,709,069 shares, LSP Partners directly holds 1,216,184 shares and Gen Investors directly holds 891,148 shares.
- (5) Of these shares, LSP Associates sold 242,639 shares, LSPEP sold 869,949 shares, PIE I sold 527,514 shares, LSP Partners sold 28,251 shares and Gen Investors sold 20,701 shares
- (6) Of these shares, LSP Associates directly holds 10,202,770 shares, LSPEP directly holds 36,580,642 shares, PIE I directly holds 22,181,555 shares, LSP Partners directly holds 1,187,933 shares and Gen Investors directly holds 870,447 shares.
- (7) Of these shares, LSP Associates sold 147,489 shares, LSPEP sold 528,803 shares, PIE I sold 320,652 shares, LSP Partners sold 17,172 shares and Gen Investors sold 12,583 shares.
- (8) Of these shares, LSP Associates directly holds 10,055,281 shares, LSPEP directly holds 36,051,839 shares, PIE I directly holds 21,860,903 shares, LSP Partners directly holds 1,170,761 shares and Gen Investors directly holds 857,864 shares.

Remarks:

LS Power Development LLC ("LSP Development") is the general partner of LS Power Partners, L.P. ("LSP Partners") and LS Power Associates, L.P. ("LSP Associates"). 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 LSP Partners and LSP Associates, LSP Development may be deemed to have shared voting power with respect to the shares beneficially owned by the LSP Partners, LSP Associates, LSPEP, PIE I, and Gen Investors.

As such, LSP Development may be deemed to have shared beneficial ownership of the shares of which such entities are the owners. LSP Development, however, disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that LSP Development is the beneficial owner of the Issuer's securities reported on this Form 4 for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. 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 with respect to the shares beneficially owned by LSPEP, PIE I, and Gen Investors. As such, LSP Partners may be deemed to have shared beneficial ownership of the shares of which LSPEP, PIE I, and Gen Investors are the owners. LSP Partners, however, disclaims beneficial ownership 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.

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