FLEXON ROBERT C

Form 4

December 21, 2017

FORM 4

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

OMB Number:

Expires:

response...

3235-0287 January 31,

0.5

of

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

OMB APPROVAL

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * FLEXON ROBERT C	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	DYNEGY INC. [DYN]				
601 TRAVIS, 14TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2017	_X_ Director 10% Owner X Officer (give title Other (specification) below) President and CEO			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON, TX 77002		Form filed by More than One Reporting Person			

11005101	·, 111 //002		Person						
(City)	(State)	(Zip) Tak	ole I - Non-	Derivative Securities Acq	uired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature		
Security	(Month/Day/Year)	Execution Date, if	Transacti	on(A) or Disposed of (D)	Securities	Ownership	Indirect		

1.1100 01	2. Transaction Date	21 I. Decimed	٥.	i. Securit	105 110	quirea	3. I Illiount of	0.	7. 1 (444) 01
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					()		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
C						\$			
Common Stock	12/19/2017		F(1)	72,847	D	11.47 (2)	647,659 (3)	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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						,
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	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

**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).
 - On December 19, 2017, the Dynegy Board of Directors (the "Board") approved the acceleration of vesting of restricted stock units
- of such grants, and the related withholding of shares to pay taxes, in order to mitigate potential adverse tax consequences of Section 280G of the Internal Revenue Code in connection with the pending merger of Dynegy Inc. with and into Vistra Energy Corp. The reported disposition represents the withholding of shares to cover tax obligations arising from the acceleration of 173,650 restricted stock units on December 19, 2017.

granted in 2015 that were otherwise scheduled to vest on March 3, 2018 and April 20, 2018. The Board approved the accelerated vesting

- (2) Reflects the closing stock price on December 19, 2017.
- (3) Amount 228,330 restricted stock units that vest in three annual equal installments beginning on March 1, 2018.

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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