FURBACHER STEPHEN A

Form 4 April 04, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FURBACHER STEPHEN A			2. Issuer Name and T Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	DYNEGY INC /IL 3. Date of Earliest Tran	(Check all applicable)			
			(Month/Day/Year)		Director	10	0% Owner
1000 LOUI 5800	SIANA STR	EET, SUITE	04/02/2007		_X_ Officer (give below)	ve title On below) sident and CO	
	(0)						
	(Street)		4. If Amendment, Date	Original	6. Individual or J	Joint/Group Fil	ling(Check
			Filed(Month/Day/Year)		Applicable Line) _X_ Form filed by	One Reporting	Person
HOUSTON	T, TX 77002				Form filed by Person	More than One l	Reporting
(City)	(State)	(Zip)	Table I - Non-Der	rivative Securities Acq	quired, Disposed o	of, or Benefici	ally Owned
1.Title of	2. Transaction	n Date 2A. Deer	med 3. 4	. Securities Acquired	5. Amount of	6. Ownership	7. Nature

(City)	(State)	Table	e I - Non-Do	erivative S	ecurit	ies Acc	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4)	posed	of	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)
Class A common stock	04/02/2007		D	94,735	` /		0	D	
Class A common stock	04/02/2007		D	13,800	D	<u>(1)</u>	0	I	By IRA (2)
Class A common stock	04/02/2007		D	17,546	D	(1)	0	I	By 401(k) Plan (2)

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	TransactionDo Code Se (Instr. 8) Ao Di	Number of crivative curities equired (A) or sposed of (D) astr. 3, 4, and	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and Underlying (Instr. 3 and	Securities
				Code V (A	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 13.04	04/02/2007		D	22,848	04/02/2007	11/13/2007	Class A common stock	22,84
Employee Stock Option (Right to Buy)	\$ 10.01	04/02/2007		D	63,304	04/02/2007	11/19/2008	Class A common stock	63,30
Employee Stock Option (Right to Buy)	\$ 16.62	04/02/2007		D	121,407	04/02/2007	11/19/2009	Class A common stock	121,40
Employee Stock Option (Right to Buy)	\$ 47.19	04/02/2007		D	60,000	04/02/2007	01/19/2011	Class A common stock	60,00
Employee Stock Option (Right to Buy)	\$ 23.85	04/02/2007		D	87,779	04/02/2007	12/21/2011	Class A common stock	87,77
Employee Stock Option (Right to Buy)	\$ 1.77	04/02/2007		D	90,000	04/02/2007	02/04/2013	Class A common stock	90,00

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Employee Stock Option (Right to Buy)	\$ 4.48	04/02/2007	D	79,575	04/02/2007	02/10/2014	Class A common stock	79,57
Employee Stock Option (Right to Buy)	\$ 4.3	04/02/2007	D	88,798	04/02/2007	01/19/2015	Class A common stock	88,79
Employee Stock Option (Right to Buy)	\$ 4.88	04/02/2007	D	229,866	04/02/2007	03/16/2016	Class A common stock	229,88

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

FURBACHER STEPHEN A 1000 LOUISIANA STREET SUITE 5800 HOUSTON, TX 77002

President and COO

Signatures

By: /s/ Heidi D. Lewis, Attorney-in-Fact 04/04/2007

**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 April 2, 2007, Dynegy Inc. (the ?Issuer?) merged into a wholly owned subsidiary (the ?Merger?) of Dynegy Acquisition, Inc., now (1) known as Dynegy Inc. (the ?Successor?). In connection with the Merger, each share of Issuer common stock was converted into the right to receive one share of Successor common stock.
- (2) Rounded. Reflects shares held for the Reporting Person?s account by the Trustee of the Dynegy Inc. 401(k) Savings Plan as of April 2, 2007.
- (3) Each Issuer stock option was converted into one Successor stock option, with the same terms and conditions applicable to the Issuer stock option, at the effective time of the Merger.

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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