

Segal Mikhail
Form 4
May 04, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Segal Mikhail

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2010

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

C/O LS POWER EQUITY ADVISORS, LLC, 1700 BROADWAY, 35TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

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	04/30/2010		S		481,717 (1)	D	\$ 62,039,418 (2) 1.3556	I	See Remarks
Class A Common Stock	05/03/2010		S		248,538 (3)	D	\$ 61,790,880 (4) 1.3414	I	See Remarks
Class A Common Stock	05/04/2010		S		519,720 (5)	D	\$ 61,271,160 (6) 1.3098	I	See Remarks

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)

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 Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Segal Mikhail
C/O LS POWER EQUITY ADVISORS, LLC
1700 BROADWAY, 35TH FLOOR
NEW YORK, NY 10019

X

Signatures

/s/ Mikhail
Segal 05/04/2010

__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 69,200 shares, LS Power Equity Partners, L.P. ("LSPEP") sold 248,109 shares, LS Power Equity Partners PIE I, L.P. ("PIE I") sold 150,447 shares, LS Power Partners, L.P. ("LSP Partners") sold 8,057 shares and LSP Gen Investors, L.P. ("Gen Investors") sold 5,904 shares.
 - (2) Of these shares, LSP Associates directly holds 8,912,197 shares, LSPEP directly holds 31,953,459 shares, PIE I directly holds 19,375,751 shares, LSP Partners directly holds 1,037,669 shares and Gen Investors directly holds 760,342 shares.
 - (3) Of these shares, LSP Associates sold 35,703 shares, LSPEP sold 128,010 shares, PIE I sold 77,622 shares, LSP Partners sold 4,157 shares and Gen Investors sold 3,046 shares.

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- (4) Of these shares, LSP Associates directly holds 8,876,494 shares, LSPEP directly holds 31,825,449 shares, PIE I directly holds 19,298,129 shares, LSP Partners directly holds 1,033,512 shares and Gen Investors directly holds 757,296 shares.
- (5) Of these shares, LSP Associates sold 74,660 shares, LSPEP sold 267,681 shares, PIE I sold 162,316 shares, LSP Partners sold 8,693 shares and Gen Investors sold 6,370 shares.
- (6) Of these shares, LSP Associates directly holds 8,801,834 shares, LSPEP directly holds 31,557,768 shares, PIE I directly holds 19,135,813 shares, LSP Partners directly holds 1,024,819 shares and Gen Investors directly holds 750,926 shares.

Remarks:

As a result of the Reporting Person's position, relationship and/or affiliation with the general partners of LS Power Partners, L.P., LS Power Associates, L.P., LS Power Equity Partners, L.P., LS Power Equity Partners PIE I, L.P., and LSP Gen Investors, L.P. (the "LS Entities"), the Reporting Person may be deemed the beneficial owner of the Issuer's securities held by the LS Entities. The Reporting Person disclaims beneficial ownership of such securities, and this report shall not be deemed an admission that the Reporting Person 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.

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.