

DYNEGY INC.  
Form 3  
January 10, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Eimer Richard                           |         | (Month/Day/Year)                     | DYNEGY INC. [DYN]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 01/01/2008                           |  |  |
| 1000 LOUISIANA,Â SUITE                    |         |                                      | (Check all applicable)   |  |
| 5800                                      |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
|   |         |                                      | Exec. VP   |  |
| HOUSTON,Â TXÂ 77002                       |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Class A common stock               | 36,333 <sup>(1)</sup>                                    | D   | Â  |
| Class A common stock               | 11,585   | I   | by 401(k) Plan <sup>(2)</sup>                            |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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|   | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|---|------------------|-----------------|----------------------|----------------------------|---------------------|---|---|
| Employee Stock Option Plan (right to buy) | 02/10/1999       | 02/10/2009      | Class A common stock | 9,600                      | \$ 12.14            | D   | Â |
| Employee Stock Option Plan (right to buy) | Â (3)            | 12/08/2009      | Class A common stock | 15,500                     | \$ 15.56            | D   | Â |
| Employee Stock Option Plan (right to buy) | Â (4)            | 01/19/2011      | Class A common stock | 22,222                     | \$ 47.19            | D   | Â |
| Employee Stock Option Plan (right to buy) | Â (5)            | 12/21/2011      | Class A common stock | 28,656                     | \$ 23.85            | D   | Â |
| Employee Stock Option Plan (right to buy) | Â (6)            | 02/10/2014      | Class A common stock | 25,129                     | \$ 4.48             | D   | Â |
| Employee Stock Option Plan (right to buy) | Â (7)            | 01/19/2015      | Class A common stock | 33,743                     | \$ 4.3              | D   | Â |
| Employee Stock Option Plan (right to buy) | Â (8)            | 04/02/2017      | Class A common stock | 47,251                     | \$ 9.67             | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |            |       |
|--|---------------|-----------|------------|-------|
|  | Director      | 10% Owner | Officer    | Other |
| Eimer Richard<br>1000 LOUISIANA<br>SUITE 5800<br>HOUSTON, TX 77002 | Â             | Â         | Â Exec. VP | Â     |

## Signatures

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

01/10/2008

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 11,996 shares of restricted Class A common stock which vest in full on April 2, 2010.

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- (2) Rounded. Reflects shares held for Reporting Person's account by the Trustee of Dynegy Inc. 401(k) Savings Plan as of January 1, 2008.
- (3) The option became exercisable in three equal annual installments beginning December 8, 2000.
- (4) The option became exercisable in three equal annual installments beginning January 19, 2002.
- (5) The option became exercisable in three equal annual installments beginning December 20, 2002.
- (6) The option became exercisable in three equal annual installments beginning February 10, 2005.
- (7) The option became exercisable as to an aggregate of 22,476 shares on January 19, 2006 and January 19, 2007. The remaining 11,247 shares subject to the option became exercisable on April 2, 2007.
- (8) The option becomes exercisable in three equal annual installments beginning April 2, 2008.

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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