

FURBACHER STEPHEN A
 Form 4
 April 04, 2007

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

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 *
 FURBACHER STEPHEN A

(Last) (First) (Middle)

1000 LOUISIANA STREET, SUITE 5800

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/02/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A common stock	04/02/2007		D		94,735	D	<u>(1)</u> 0	D
Class A common stock	04/02/2007		D		13,800	D	<u>(1)</u> 0	I By IRA <u>(2)</u>
Class A common stock	04/02/2007		D		17,546	D	<u>(1)</u> 0	I By 401(k) Plan <u>(2)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)		
				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	22,848
Employee Stock Option (Right to Buy)	\$ 10.01	04/02/2007		D	63,304	04/02/2007 11/19/2008		Class A common stock	63,304
Employee Stock Option (Right to Buy)	\$ 16.62	04/02/2007		D	121,407	04/02/2007 11/19/2009		Class A common stock	121,407
Employee Stock Option (Right to Buy)	\$ 47.19	04/02/2007		D	60,000	04/02/2007 01/19/2011		Class A common stock	60,000
Employee Stock Option (Right to Buy)	\$ 23.85	04/02/2007		D	87,779	04/02/2007 12/21/2011		Class A common stock	87,779
Employee Stock Option (Right to Buy)	\$ 1.77	04/02/2007		D	90,000	04/02/2007 02/04/2013		Class A common stock	90,000

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

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 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.
- (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.