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DYNEGY INC /IL/  
Form 8-K  
May 10, 2002

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (Date of earliest event reported): MAY 8, 2002

DYNEGY INC.

(Exact name of registrant as specified in its charter)

ILLINOIS	1-15659	74-2928353
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1000 LOUISIANA, SUITE 5800, HOUSTON, TEXAS 77002

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(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (713) 507-6400

ITEM 5. OTHER EVENTS.

On May 8, 2002, Dynegy Inc. issued a press release announcing the Securities and Exchange Commission's intention to request a formal order of investigation in connection with the natural gas transaction referred to as "Project Alpha."

A copy of Dynegy's May 8, 2002 press release relating to the investigation is attached hereto as exhibit 99.1 and is incorporated herein by this reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

- (a) Financial Statements of Business Acquired - Not applicable.
- (b) Pro Forma Financial Information - Not applicable.
- (c) Exhibits:

99.1 Press release of Dynegy Inc. dated May 8, 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DYNEGY INC.

/s/ Keith R. Fullenweider

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Keith R. Fullenweider  
Senior Vice President and  
Deputy General Counsel

Dated: May 9, 2002