Segal Mikhail
Form 4
April 19, 2010

FORM 4

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

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

OMB APPROVAL	
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(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
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/15/2010	(Check all applicable) _____ Director __X__ 10% Owner _____ Officer (give title _____ Other (specify below) 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) _X_ 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	(A) or (D)	Price			
Class A Common Stock	04/15/2010		S		1,933,800 (1)	D	$ 1.3341	74,712,401 (2)	I	See Remarks
Class A Common Stock	04/15/2010		S		2,000,000 (3)	D	$ 1.26	72,712,401 (4)	I	See Remarks
Class A Common Stock	04/16/2010		S		1,689,054 (5)	D	$ 1.2048	71,023,347 (6)	I	See Remarks
Class A	04/19/2010		S		1,026,699	D	$	69,996,648	I	See

Common Stock	(7)	1.1707 (8)	Remarks

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

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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 Following Reported Transaction (Instr.
									Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)							

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	04/19/2010
**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 277,800 shares, LS Power Equity Partners, L.P. ("LSPEP") sold 996,000 shares, LS Power Equity Partners PIE I, L.P. ("PIE I") sold 604,000 shares, LS Power Partners, L.P. ("LSP Partners") sold 32,300 shares and LSP Gen Investors, L.P. ("Gen Investors") sold 23,700 shares.

(2) Of these shares, LSP Associates directly holds 10,732,714 shares, LSPEP directly holds 38,480,699 shares, PIE I directly holds 23,333,648 shares, LSP Partners directly holds 1,249,680 shares and Gen Investors directly holds 915,660 shares.

(3) Of these shares, LSP Associates sold 287,305 shares, LSPEP sold 1,030,108 shares, PIE I sold 624,579 shares, LSP Partners sold 33,496 shares and Gen Investors sold 24,512 shares.

(4) Of these shares, LSP Associates directly holds 10,445,409 shares, LSPEP directly holds 37,450,591 shares, PIE I directly holds 22,709,069 shares, LSP Partners directly holds 1,216,184 shares and Gen Investors directly holds 891,148 shares.

(5) Of these shares, LSP Associates sold 242,639 shares, LSPEP sold 869,949 shares, PIE I sold 527,514 shares, LSP Partners sold 28,251 shares and Gen Investors sold 20,701 shares.

(6) Of these shares, LSP Associates directly holds 10,202,770 shares, LSPEP directly holds 36,580,642 shares, PIE I directly holds 22,181,555 shares, LSP Partners directly holds 1,187,933 shares and Gen Investors directly holds 870,447 shares.

(7) Of these shares, LSP Associates sold 147,489 shares, LSPEP sold 528,803 shares, PIE I sold 320,652 shares, LSP Partners sold 17,172 shares and Gen Investors sold 12,583 shares.

(8) Of these shares, LSP Associates directly holds 10,055,281 shares, LSPEP directly holds 36,051,839 shares, PIE I directly holds 21,860,903 shares, LSP Partners directly holds 1,170,761 shares and Gen Investors directly holds 857,864 shares.

Remarks:

As a result of the Reporting Person's position, relationship and/or affiliation with the general partners of LS Power Partners, L. LS Power Associates, L.P., LS Power Equity Partners, L.P., LS Power Equity Partners PIE I, L.P., and LSP Gen Investors, L.F 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 ac 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.

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