Edgar Filing: DREYER ALEC G - Form 4

DREYER AI Form 4 February 25, FORM Check thi if no long subject to Section 10 Form 4 or Form 5 obligatior may conti <i>See</i> Instru	ITIES AND EXCHANGE COMMISSION hington, D.C. 20549 GES IN BENEFICIAL OWNERSHIP (SECURITIES 5(a) of the Securities Exchange Act of 193 ility Holding Company Act of 1935 or Securities The securities for the securities for the securities for the securities the securities for the se				NERSHIP OF e Act of 1934, f 1935 or Sectio	OMB Number: Expires: Estimated a burden hou response	irs per				
1(b).											
DREYER ALEC G Symbol				Name and Y INC /I		-	5	Issuer	aship of Reporting Person(s) to		
(Last)	(First) (N	(liddle) 3	3. Date of Earliest Transaction				(Check all applicable)				
(Month/Da 1000 LOUISIANA STREET, SUITE 02/23/20 5800			-				Director 10% Owner Officer (give title Other (specify below) below) Executive Vice President-GEN.				
Filed(Mon				ndment, Date Original th/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 Person											
(City)		(Zip)						uired, Disposed of		-	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code	4. Securiti n(A) or Dis (D) (Instr. 3, 4 Amount	posed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock	02/23/2005 <u>(1)</u>			A <u>(2)</u>	27,267	А	\$0	107,277 <u>(3)</u>	D		
Class A Common Stock								9,289	I	By 401(k) Plan (4)	
Class A Common Stock								4,556	I	By 401(k) Plan <u>(5)</u>	

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 or Number of Shares
Employee Stock Option (right to buy)	\$ 4.3	02/23/2005 <u>(1)</u>		A	88,798	<u>(6)</u>	01/19/2015	Class A Common Stock	88,798

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DREYER ALEC G 1000 LOUISIANA STREET SUITE 5800 HOUSTON, TX 77002			Executive Vice President-GEN.				
Signatures							
/s/ Carolyn M. Campbell, Attorney-in-Fact		02/2	5/2005				

**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) The grants of the options and restricted stock were approved by a committee of the issuer?s board of directors on January 19, 2005 and communicated to the reporting person on February 23, 2005.
- (2) Restricted stock grant pursuant to Rule 16b-3(d). The stock vests in full on January 19, 2008.
- (3) Includes 37,109 shares of restricted stock which vest in full on February 10, 2007.
- (4) Rounded. Reflects shares held for the Reporting Person?s account by the Trustee of the Dynegy Inc. 401(k) Savings Plan as of February 18, 2005.

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- (5) Rounded. Reflects shares held for the Reporting Person?s account by the Trustee of the Dynegy Midwest Generation Inc. 401(k) Savings Plan as of February 18, 2005.
- (6) Option grant pursuant to Rule 16b-3(d). The option becomes exercisable in three equal annual installments beginning January 19, 2006.

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.