Edgar Filing: DYNEGY INC /IL/ - Form 4

Form 4										
April 20, 2005	Л		~_ ~_ ~						PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COM Washington, D.C. 20549							E COMMISSION	N OMB Number:	3235-0287	
Check this if no longer subject to Section 16. Form 4 or Form 5	T STATEN									
obligations may contin <i>See</i> Instruc 1(b).	on									
(Print or Type Re	sponses)									
1. Name and Address of Reporting Person <u>*</u> TRUBECK WILLIAM L				er Name and GY INC /			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				of Earliest T Day/Year) 2005	ransaction		X Director 10% Owner Officer (give title Other (specify below) below)			
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
KANSAS CI	ГҮ, МО 64111						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	. Transaction Date Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Repor	t on a separate line	e for each cla	ass of sec	urities benet	ficially ow	ned directly	or indirectly.			
					Perso	ons who rea	spond to the colle tained in this form	n are not	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

number.

displays a currently valid OMB control

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	04/18/2005		A		3,196.93 (2)		(3)	(3)	Class A Common Sock	3,196.93

Reporting Owners

Reporting Owner Name / Address	Relationships						
L O	Director	10% Owner	Officer	Other			
TRUBECK WILLIAM L H&R BLOCK 4400 MAIN STREET KANSAS CITY, MO 64111	Х						
Signatures							
Carolyn M. Campbell, Attorney-in-Fact	04/20/2005						

<u>**</u>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) These shares of phantom stock are convertible on a 1-for-1 basis.

Reflects shares of phantom stock issued to the Reporting Person pursuant to the Dynegy Inc. Deferred Compensation Plan for Certain
 (2) Directors, a Rule 16b-3 Plan with the issuer. The shares of phantom stock were issued in connection with the Reporting Person?s director compensation for the first quarter of 2005, and the number of shares issued with respect to the quarter was calculated based on the closing price of the issuer?s Class A common stock of \$3.91 on March 31, 2005, the last trading day of the quarter.

Upon termination of the Reporting Person's service as a director, the shares of phantom stock become payable, at the election of the (3) Reporting Person, in a lump sum payment or in monthly, quarterly or annual installment payments following such termination. The shares

of phantom stock are payable in cash or in shares of the issuer's Class A common stock.

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.