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DYNEGY INC /IL/
Form 8-K
July 30, 2002

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): JULY 29, 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)	(IRS Employer Identification No.)

1000 Louisiana, Suite 5800
Houston, Texas 77002
(Address of principal executive offices)

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

Not Applicable

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS

On July 29, 2002, Dynegy Inc. issued a press release, a copy of which is attached hereto as exhibit 99.1 and the contents of which are incorporated herein by this reference, announcing that it has agreed to sell Northern Natural Gas Company to MidAmerican Energy Holdings Company for \$928 million in cash, subject to certain adjustment for working capital changes. Under the terms of this agreement, which have been approved by the boards of both companies, MidAmerican Energy will acquire all of the common and preferred stock of Northern Natural and will assume \$950 million in outstanding Northern Natural debt. The transaction is expected to close in August 2002 subject to customary closing conditions, including Hart-Scott-Rodino approval.

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 July 29, 2002.

99.2 Purchase and Sale Agreement dated July 28, 2002 among Dynegy Inc., NNGC Holding Company, Inc. and MidAmerican Energy Holdings Company.

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SIGNATURE

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.

BY: /s/ Keith R. Fullenweider

Keith R. Fullenweider
Senior Vice President, Deputy General
Counsel and Secretary

Dated: July 30, 2002