

DYNEGY INC /IL/  
Form 425  
September 18, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

September 18, 2006 (September 15, 2006)

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**DYNEGY INC.**  
**DYNEGY HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

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Illinois  
Delaware  
(State or other jurisdiction

of incorporation)

1-15659  
0-29311  
(Commission File Number)

74-2928353  
94-3248415  
(IRS Employer

Identification No.)

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

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

77002  
(Zip Code)

Not Applicable

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

Dynegy Inc. is furnishing the transcript of its investor conference call held on September 15, 2006 at 7:00 a.m. (CST), which is attached as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) **Exhibits.**

99.1 Dynegy Inc. transcript of investor conference call held September 15, 2006 at 7:00 a.m. (CST).

**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.**

(Registrant)

Date: September 18, 2006

By: /s/ Kent R. Stephenson  
Name: Kent R. Stephenson  
Title: Senior Vice President

**DYNEGY HOLDINGS INC.**

(Registrant)

Date: September 18, 2006

By: /s/ Kent R. Stephenson  
Name: Kent R. Stephenson  
Title: Senior Vice President

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Dynegy Inc. transcript of investor conference call held September 15, 2006 at 7:00 a.m. (CST).