

DYNEGY INC /IL/  
Form S-8  
May 30, 2003

As filed with the Securities and Exchange Commission on May 30, 2003

Registration No. 333-

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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## DYNEGY INC.

(Exact name of Registrant as specified in its charter)

**Illinois**  
(State or other jurisdiction  
of incorporation or organization)

**74-2928353**  
(I.R.S. Employer  
Identification Number)

**1000 Louisiana, Suite 5800**

**Houston, Texas 77002**

(Address of principal executive offices, including zip code)

**DYNEGY INC. 401(K) SAVINGS PLAN**  
**ILLINOIS POWER COMPANY INCENTIVE SAVINGS PLAN**  
**ILLINOIS POWER COMPANY INCENTIVE SAVINGS PLAN FOR**  
**EMPLOYEES COVERED UNDER A COLLECTIVE BARGAINING AGREEMENT**

(Full title of the plans)

**Carol F. Graebner, Esq.**

**Executive Vice President and General Counsel**

**1000 Louisiana, Suite 5800**

**Houston, Texas 77002**

(Name and address of agent for service)

**(713) 507-6400**

(Telephone number, including area code, of agent for service)

*Copy to:*

**T. Mark Kelly**

**Vinson & Elkins L.L.P.**

**2300 First City Tower**

**1001 Fannin**

**Houston, Texas 77002-6760**

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Class A Common Stock, no par value	10,000,000(1)	\$4.98(2)	\$49,800,000(2)	\$4,028.82
Plan Interests	(3)	(3)	(3)	(3)

- (1) The number of shares of Class A common stock being registered hereby pursuant to the Dynegy Inc. 401(k) Savings Plan, the Illinois Power Company Incentive Savings Plan and the Illinois Power Company Incentive Savings Plan for Employees Covered Under a Collective Bargaining Agreement is subject to adjustment to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933. The calculation of the proposed maximum offering price is based upon the average of the high and low sales prices of the Class A common stock of the Registrant on May 23, 2003 as reported by the New York Stock Exchange consolidated reporting system.
- (3) Pursuant to Rule 416(c) of the Securities Act of 1933, this Registration Statement covers an indeterminate amount of plan interests to be offered or sold pursuant to the Dynegy Inc. 401(k) Savings Plan, the Illinois Power Company Incentive Savings Plan and the Illinois Power Company Incentive Savings Plan for Employees Covered Under a Collective Bargaining Agreement.

**INTRODUCTORY STATEMENT**

STATEMENT UNDER GENERAL INSTRUCTION E REGISTRATION OF ADDITIONAL SHARES

The additional shares to be registered by this Registration Statement are of the same class as those securities covered by the Company's previously filed Registration Statement on Form S-8 filed on January 11, 2002 (Registration No. 333-76570) (the 2002 Registration Statement) with respect to the Dynegy 401(k) Savings Plan, the Illinois Power Company Incentive Savings Plan and the Illinois Power Company Incentive Savings Plan for Employees Covered Under a Collective Bargaining Agreement. Pursuant to General Instruction E to Form S-8, the contents of the 2002 Registration Statement, including periodic reports that the Company filed after the date of the 2002 Registration Statement to maintain current information about the Company, are incorporated herein by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<u>No.</u>	<u>Description</u>
*5.1	Opinion of Bell, Boyd & Lloyd LLC.
5.2	We have submitted the Dynegy 401(k) Savings Plan and will submit amendments thereto to the Internal Revenue Service in a timely manner and have made and will make any changes required by the Internal Revenue Service in order to qualify such plan.
*5.3	Internal Revenue Service determination letter with respect to the Illinois Power Company Incentive Savings Plan.
*5.4	Internal Revenue Service determination letter with respect to the Illinois Power Company Incentive Savings Plan for Employees Covered Under a Collective Bargaining Agreement.
*23.1	Consent of Bell, Boyd & Lloyd LLC (contained in Exhibit 5.1 hereto).
*23.2	Consent of PricewaterhouseCoopers LLP.
*24.1	Powers of Attorney (included on the signature page to this registration statement).

\* Filed herewith

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 30th day of May, 2003.

DYNEGY INC.

By:           /s/ Bruce A. Williamson            
 Bruce A. Williamson  
 President and Chief  
 Executive Officer

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints J. Kevin Blodgett as his or her true and lawful attorney-in-fact, with power to act, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act of 1933, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do and perform each and every act and anything appropriate or necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of May, 2003.

<u>Signature</u>	<u>Title</u>
<u>          /s/ Bruce A. Williamson          </u> Bruce A. Williamson	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>          /s/ Nick J. Caruso          </u> Nick J. Caruso	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>          /s/ Holli C. Nichols          </u> Holli C. Nichols	Senior Vice President and Controller (Principal Accounting Officer)
<u>          /s/ Charles E. Bayless          </u> Charles E. Bayless	Director

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Director

David W. Biegler

/s/ Linda Walker Bynoe

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Director

Linda Walker Bynoe

/s/ Darald W. Callahan

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Director

Darald W. Callahan

/s/ Daniel L. Dienstbier Director (Chairman of the Board)

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Daniel L. Dienstbier

/s/ Barry J. Galt Director

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Barry J. Galt

Director

Patricia A. Hammick

/s/ Robert C. Oelkers Director

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Robert C. Oelkers

Director

Joe J. Stewart

Director

William L. Trubeck

/s/ John S. Watson Director

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John S. Watson

/s/ J. Otis Winters Director

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J. Otis Winters