

DYNEGY INC /IL/  
Form NT 10-Q  
August 10, 2006  
(Check One):

**UNITED STATES**

OMB APPROVAL  
OMB Number: 3235-0058

**SECURITIES AND EXCHANGE COMMISSION**

Expires: April 30, 2009

**Washington, D.C. 20549**

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SEC FILE NUMBER

**FORM 12b-25**

001-15659

CUSIP NUMBER

**NOTIFICATION OF LATE FILING**

Form 10-K

Form 20-F

Form 11-K

Form 10-Q

Form 10-D

Form N-SAR

Form N-CSR

For Period Ended: June 30, 2006

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I REGISTRANT INFORMATION**

**Dynegy Inc.**  
Full Name of Registrant

**Former Name if Applicable**

**1000 Louisiana, Suite 5800**  
**Address of Principal Executive Office (*Street and Number*)**

**Houston, Texas 77002**  
**City, State and Zip Code**

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**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- X
- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
  - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

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**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

(Attach Extra Sheets if Needed)

Dynegy Inc. ( Dynegy ) is unable to timely file its Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 because of its ongoing review of the accounting treatment for the premiums paid to its debenture holders in connection with Dynegy s May 2006 offer to convert all \$225 million of its then-outstanding 4.75% Convertible Subordinated Debentures due 2023. Until such review is complete, Dynegy is unable to finalize its financial statements for the quarter ended June 30, 2006. With the completion of such review, Dynegy is filing its Quarterly Report on Form 10-Q for the quarter ended June 30, 2006. As previously disclosed, Dynegy has identified a material weakness as we did not maintain effective controls over the completeness and accuracy of the tax provision and deferred income tax balances in accordance with generally accepted accounting principles.

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**PART IV OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

J. Kevin Blodgett  
(Name)

(713)  
(Area Code)

767-6847  
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).  Yes  No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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Dynegy Inc.  
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

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Date August 9, 2006

By /s/ Holli C. Nichols

Holli C. Nichols

Executive Vice President and Chief Financial Officer  
**Name and Title**

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**