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DYNEGY INC /IL/  
Form S-3/A  
January 09, 2002

As filed with the Securities and Exchange Commission on March 13, 2000.

Registration No. 333-32036

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Amendment No. 2 to  
FORM S-3  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

-----  
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 Street, Suite 5800  
Houston, Texas  
(Address of Principal Executive Offices)

77002  
(Zip Code)

Kenneth E. Randolph  
1000 Louisiana Street, Suite 5800  
Houston, Texas 77002  
(713) 507-6400  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Agent For Service)

-----  
Copy to:

Julien R. Smythe  
Akin, Gump, Strauss, Hauer & Feld, L.L.P.  
1900 Pennzoil Place - South Tower  
711 Louisiana  
Houston, Texas 77002  
(713) 220-5800  
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Approximate date of commencement of proposed sale to the public:  
From time to time or at one time after the effective date of this registration  
statement as determined by the selling stockholder.

If the only securities being registered on this form are being  
offered pursuant to dividend or interest reinvestment plans, please check the  
following box.

If any of the securities being registered on this form are to be  
offered on a delayed or continuous basis pursuant to Rule 415 under the  
Securities Act of 1933, other than securities offered only in connection with  
dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an

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offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Optional Cash Purchases of More than \$10,000

Year -----	(A) Threshold Price and Waiver Discount, if any, will be set by -----	(B) Optional Cash Investments Must be received by -----	(C) Pricing Period Start Date -----
2002 .....	January 11	January 15	January 16
	January 28	January 30	January 31
	February 12	February 14	February 15
	March 1	March 5	March 6
	March 18	March 20	March 21
	April 3	April 5	April 8
	April 17	April 19	April 22
	May 1	May 3	May 6
	May 15	May 17	May 20
	June 3	June 5	June 6
	June 17	June 19	June 20
	July 1	July 3	July 5
July 17	July 19	July 22	
August 2	August 6	August 7	
August 16	August 20	August 21	
September 4	September 6	September 9	
September 18	September 20	September 23	
October 2	October 4	October 7	
October 17	October 21	October 22	
November 1	November 5	November 6	
November 15	November 19	November 20	
December 3	December 5	December 6	
December 16	December 18	December 19	
2003 .....	January 3	January 7	January 8
	January 16	January 21	January 22
	January 30	February 3	February 4

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February 12	February 14	February 18
March 3	March 5	March 6
March 17	March 19	March 20
April 1	April 3	April 4
April 16	April 21	April 22
May 1	May 5	May 6
May 15	May 19	May 20
June 3	June 5	June 6
June 17	June 19	June 20
July 7	July 9	July 10
July 22	July 24	July 25
August 5	August 7	August 8
August 19	August 21	August 22
September 4	September 8	September 9
September 18	September 22	September 23
October 2	October 6	October 7
October 20	October 22	October 23
November 3	November 5	November 6
November 14	November 18	November 19
December 3	December 5	December 8
December 16	December 18	December 19

DIVIDEND PAYMENT DATES ARE AT THE DISCRETION OF DYNEGY. INVESTORS SHOULD NOT RELY SOLELY ON THE ABOVE SCHEDULE AS PRICING PERIODS AND INVESTMENT DATES MAY VARY. FOR MORE INFORMATION, PLEASE CONTACT THE ADMINISTRATOR AT (917) 320-6300

- A. The Threshold Price and the Waiver Discount, if any, will be established three business days prior to the first day of the Pricing Period.
- B. Optional cash purchases made pursuant to a request for waiver are due by the close of business on the last business day immediately preceding the first day of the Pricing Period.
- C. The Pricing Period will be the five consecutive Trading Days ending on the Trading Day immediately preceding the Investment Date.
- D. The Investment Date will be (i) in any month in which a dividend payment occurs, such dividend payment date and the 15th day of the month or, if either day is not a business day, the business day immediately following that day; and (ii) in any month in which no dividend payment occurs, the first and 15th day of the month or, if either day is not a business day, the business day immediately following that day.