

DYNEGY INC /IL/  
Form 8-K  
April 28, 2004

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**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)**

April 28, 2004

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**DYNEGY INC.**

(Exact name of registrant as specified in its charter)

**Illinois**  
(State or Other Jurisdiction  
  
of Incorporation)

**1-15659**  
(Commission File Number)

**74-2928353**  
(I.R.S. Employer Identification No.)

**1000 Louisiana, Suite 5800**

**Houston, Texas 77002**

(Address of principal executive offices including Zip Code)

**(713) 507-6400**

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(Registrant's telephone number, including area code)

N.A.

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

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**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(a) Financial Statements: Not applicable

(b) Pro Forma Financial Information: Not applicable

(c) Exhibits:

<b>Exhibit</b>	
<b>No.</b>	<b>Document</b>
99.1	Press release dated April 28, 2004.

**Item 12. Results of Operations and Financial Condition.**

On April 28, 2004, Dynegy Inc. ( Dynegy ) issued a press release announcing its first quarter 2004 financial results. The press release contains certain non-GAAP financial information. The reconciliation of such non-GAAP financial information to GAAP financial measures is included in the press release. Further, the press release contains 2004 guidance estimates and other statements intended as forward-looking statements, all of which are subject to the cautionary statement about forward-looking statements set forth therein. A copy of Dynegy's April 28th press release is attached hereto as exhibit 99.1 and is incorporated herein by this reference.

In accordance with SEC Release No. 33-8176, the information contained in such press release shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Dynegy management will hold an investor conference call at 10 a.m. EDT (9 a.m. CDT) on Wednesday, April 28, 2004 to review its first quarter 2004 financial results and related information. A live simulcast of the conference call, together with the related presentation materials, will be available on the Internet in the News and Financials section of [www.dynegy.com](http://www.dynegy.com).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 28, 2004

**DYNEGY INC.**  
(Registrant)

By:           /s/ J. KEVIN BLODGETT          

Name: J. Kevin Blodgett  
Title: Corporate Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Document</b>
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