

DYNEGY INC /IL/  
Form 8-K  
February 24, 2005

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**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)**

February 24, 2005

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**DYNEGY INC.**

(Exact name of registrant as specified in its charter)

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**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)

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**(713) 507-6400**

**(Registrant's telephone number, including area code)**

**N.A.**

**(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 2.02 Results of Operations and Financial Condition.**

On February 24, 2005, Dynegy Inc. ( Dynegy ) issued a press release announcing its fourth quarter and year-end 2004 financial results and updating its 2005 guidance estimates. 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 and the schedules thereto. Further, the press release contains updated 2005 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 February 24th press release is furnished herewith 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 9 a.m. ET (8 a.m. CT) on Thursday, February 24, 2005 to review its fourth quarter and year-end 2004 financial results and related information and update its 2005 guidance estimates. 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).

**Item 9.01 Financial Statements and Exhibits.**

- (a) Financial Statements of Businesses Acquired: Not applicable
- (b) Pro Forma Financial Information: Not applicable
- (c) Exhibits:

<u>Exhibit No.</u>	<u>Document</u>
*99.1	Press Release dated February 24, 2005.

\* Furnished herewith.

**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.

**DYNEGY INC.**

(Registrant)

Dated: February 24, 2005

By:           /s/ CAROLYN M. CAMPBELL          

Name: Carolyn M. Campbell  
Title: Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Document</b>
<u>*99.1</u>	<u>Press Release dated February 24, 2005.</u>

\* Furnished herewith.