



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

November 4, 2011

Via E-mail

Mr. Clint C. Freeland  
Executive Vice President and Chief Financial Officer  
Dynegy, Inc.  
1000 Louisiana, Suite 5800  
Houston, Texas 77002

**Re: Dynegy, Inc.  
Form 10-K for Fiscal Year Ended December 31, 2010  
Filed March 8, 2011  
File No. 001-33443  
Dynegy Holdings, Inc.  
Form 10-K for Fiscal Year Ended December 31, 2010  
Filed March 8, 2011  
File No. 000-29311**

Dear Mr. Freeland:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the companies or the filings and the companies may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Jennifer Thompson

Jennifer Thompson  
Accounting Branch Chief