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VECTREN UTILITY HOLDINGS INC

Form 8-K

April 29, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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

VECTREN CORPORATION  
(Exact name of registrant as specified in its charter)

| Commission<br>File No.<br>----- | Registrant, State of Incorporation,<br>Address, and Telephone Number<br>-----                                                                  | I.R.S Employer<br>Identification No.<br>----- |
|---------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| 1-15467                         | Vectren Corporation<br>(An Indiana Corporation)<br>20 N.W. Fourth Street,<br>Evansville, Indiana 47708<br>(812) 491-4000                       | 35-2086905                                    |
| 1-16739                         | Vectren Utility Holdings, Inc.<br>(An Indiana Corporation)<br>20 N.W. Fourth Street,<br>Evansville, Indiana 47708<br>(812) 491-4000            | 35-2104850                                    |
| 1-6494                          | Indiana Gas Company, Inc.<br>(An Indiana Corporation)<br>20 N.W. Fourth Street,<br>Evansville, Indiana 47708<br>(812) 491-4000                 | 35-0793669                                    |
| 1-3553                          | Southern Indiana Gas and Electric Company<br>(An Indiana Corporation)<br>20 N.W. Fourth Street,<br>Evansville, Indiana 47708<br>(812) 491-4000 | 35-0672570                                    |

Former name or address, if changed since last report: N/A

Item 12. Results of Operations and Financial Condition

The following information regarding an earnings release is furnished to the Securities and Exchange Commission under Item 12.

On April 27, 2004, Vectren Corporation (the Company) released financial information to the investment community regarding the Company's results of operations for the three and twelve month periods ended March 31, 2004. The

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financial information released is included herein as Exhibit 99-1. This information does not include footnote disclosures and should not be considered complete financial statements.

Vectren Corporation is the parent Company of Vectren Utility Holdings, Inc. (VUHI). VUHI serves as the intermediate holding company of the Company's three operating public utilities, which include Southern Indiana Gas and Electric Company and Indiana Gas Company, Inc.

In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company is hereby furnishing cautionary statements identifying important factors that could cause actual results of the Company and its subsidiaries, including Vectren Utility Holdings, Inc., Indiana Gas Company, Inc., and Southern Indiana Gas and Electric Company, to differ materially from those projected in forward-looking statements of the Company and its subsidiaries made by, or on behalf of, the Company and its subsidiaries. These cautionary statements are attached as Exhibit 99-2.

### SIGNATURES

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

VECTREN CORPORATION  
VECTREN UTILITY HOLDINGS, INC.  
INDIANA GAS COMPANY, INC  
SOUTHERN INDIANA GAS AND ELECTRIC COMPANY

April 28, 2004

By: /s/ M. Susan Hardwick  
-----  
M. Susan Hardwick  
Vice President and Controller

### INDEX TO EXHIBITS

The following Exhibits are furnished as part of this Report to the extent described in Item 12:

Exhibit Number

Description

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- 99-1      Press Release - Vectren Corporation Reports First Quarter 2004 Results
- 99-2      Cautionary Statement for Purposes of the "Safe Harbor" Provisions of the Private Securities Litigation Reform Act of 1995