#### ELLERBROOK NIEL C

Form 4 January 04, 2011

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

See Instruction

1(b).

(City)

(State)

(Zip)

1. Name and Addr ELLERBROOD	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol VECTREN CORP [VVC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approacte)			
			(Month/Day/Year)	X Director 10% Owner			
ONE VECTREN SQUARE, P. O. BOX 209			12/31/2010	Officer (give titleOther (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
EVANSVILLE	E, IN 47708		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Accordisposed of (D) (Instr. 3, 4 and 5	•	(A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(	
Common Stock	12/31/2010		M	25,096.1567	A	<u>(2)</u>	82,504.8177	D	
Common Stock	12/31/2010		D	25,096.1567	D	\$ 25.38	57,408.661	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

### Edgar Filing: ELLERBROOK NIEL C - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Der Sec	Fitle of rivative curity str. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	orDeri Acq Disp	umber of vative Securities uired (A) or cosed of (D) tr. 3, 4, and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
	antom	\$ 0	12/31/2010		M	` ´	25,096.1567	<u>(1)</u>	<u>(1)</u>	Common	25,096

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
ELLERBROOK NIEL C ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708	X						

## **Signatures**

/s/Ronald E.
Christian

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The lifting of restrictions and forfeitability provisions were dependent upon performance during a measurement period from 1/1/08 through 12/31/10 and continued employment until 12/31/11. In the event of Retirement before the end of the Performance Period, the restrictions on the Stock Unit Awards shall be removed upon the expiration of the Performance Period and certification by the Compensation and Benefits Committee of the Company's performance. Mr. Ellerbrook retired as the CEO of the Company on May 31, 2010 and, due to retirement, received an estimated payout upon the vesting of the 2008 Stock Unit Award on December 31, 2010. The

- (1) number of stock units Mr. Ellerbrook received is equal to the number of shares granted, as adjusted or forfeited based on the award's Performance Criteria, times the average of the closing price on the NYSE on the three consecutive trading days immediately preceding December 25., 2010. Upon the certification of the Performance results by the Committee in February 2011, Mr. Ellerbrook's payout will be reconciled to the extent that there is a variance between the amount paid at the end of 2010 and the final amount certified by the Committee. The Stock Unit Award was acquired pursuant to the Vectren Corporation At-Risk Compensation Plan and is subject to forfeiture as provided by the Plan.
- (2) The stock unit award vesting in 2010 was settled for cash. Each share of phantom stock was the economic equivalent of one share of VVC common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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