**VECTREN CORP** Form 4

May 12, 2008

## FORM 4

Check this box

if no longer

subject to

Section 16.

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

3235-0287

January 31,

**OMB** 

Number:

Expires:

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

05/08/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH MICHAEL L		Symbol	2. Issuer Name and Ticker or Trading Symbol VECTREN CORP [VVC]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction			(Check all applicable)				
		(Month/D	(Month/Day/Year)			109	% Owner			
ONE VECTREN SQUARE, P. O. BOX 209		P. O. 05/08/20	800		Officer (gi	ve titleOth	ner (specify			
	(Street)	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
		Filed(Mon	th/Day/Year)			y One Reporting P				
EVANSVI	LLE, IN 47708				Person	More than One R	eporting			
(City)	(State)	Zip) Table	e I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
1.Title of Security	2. Transaction Date (Month/Day/Year)		3.	4. Securities onAcquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect			
(Instr. 3)	(Wolldin Day Tear)	any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership			
		•			Following	(Instr. 4)	(Instr. 4)			
				(A)	Reported					
				(11)	Transaction(s)					

Code V Amount

1,224

J(1)

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.

(Instr. 3 and 4)

6,500

D

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

or

(D)

D

Price

\$0

#### Edgar Filing: VECTREN CORP - Form 4

1. Title of Derivative Security (Instr. 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)	5. Number stiom Derivative Securities 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0	05/08/2008		<u>J(2)</u>	1,224		(3)	(3)	Common Stock	1,224	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SMITH MICHAEL L ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708	X					

## **Signatures**

Ronald E. 05/12/2008 Christian \*\*Signature of Date Reporting Person

## **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).
  - Phantom stock units held under the non-qualified deferred compensation plan will effectively be exercised at the time amounts
- (3) end of the board member's service as a member of the board. Pursuant to the non-qualified deferred compensation plan, payouts can occur for up to 15 years. Amounts held in the phantom stock accounts would be amortized over that period unless directed otherwise by the participant.

represented by those units are paid out under the Plan. Generally, unless provided otherwise by the participant, the payout begins with the

- Exempt acquisition of phantom shares acquired through Vectren Corporation (Vectren) Non-Qualified Deferred Compensation Plan **(2)** (Plan). These transactions are exempt under Rule 16b-3.
- The reporting person elected to defer the value of restricted stock vesting in 2008 resulting in a disposition of 1,224 shares of restricted stock previously reported as beneficially owned by the reporting person.

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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