**DOTY WILLIAM S** Form 4/A

February 16, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

obligations

may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **DOTY WILLIAM S** 

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Middle)

VECTREN CORP (VVC) 3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

ONE VECTREN SOUARE, P. O.

below) Exec VP, Utility Ops.

below)

BOX 209

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year) 02/08/2012

(Month/Day/Year)

02/06/2012

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

**EVANSVILLE, IN 47708** 

(State)

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

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (T)

(Instr. 4)

Indirect Ownership

(Instr. 4)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

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

any

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SEC 1474 (9-02)

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if

5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

#### Edgar Filing: DOTY WILLIAM S - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Disp	osed of (D) r. 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0	02/06/2012		J(1)			9,970.641	(2)	(2)	Common Stock	9,970.64

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
DOTY WILLIAM S			Erran VD					
ONE VECTREN SQUARE			Exec VP,					
P. O. BOX 209			Utility					
EVANSVILLE, IN 47708			Ops.					

## **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).
- This represents the net effect of the accumulation of dividends and the performance adjustment relating to the February 12, 2009 grant (1) under the Vectren Corporation At Risk Compensation Plan. This grant is exempt under Section 16b-3 and was previously approved by the Board of Directors. This grant is subject to forfeiture as provided under the plan.
- The Stock Unit Award was acquired pursuant to the Vectren Corporation At-Risk Compensation Plan and is subject to forfeiture provided by the Plan. The lifting of restrictions and forfeitability provisions are dependent upon performance during a measurement period from 1/1/09 through 12/31/11 and continued employment until 12/31/12. Upon lifting of restrictions, Grantee shall be paid for each Stock Unit Award, in cash plus accrued dividends, the Fair Market Value of one share of common stock on the date restrictions lapse, provided Grantee is in compliance with share ownership guidelines established by the board of directors. If Grantee is not in compliance with share ownership guidelines, the value of each Stock Unit Award shall be paid in unrestricted Vectren common stock. The board of directors approved the acquisition in accordance with Rule 16b-3(d). Given the performance nature of the award, it is possible that this award is not a derivative security and may not be reportable.

#### **Remarks:**

This amended filing represents a correction to the performance adjustment relating to the February 12, 2009 grant under the V 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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