

VERTRUE INC
Form 4
September 09, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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)

1. Name and Address of Reporting Person *
JOHNSON GARY A

(Last) (First) (Middle)

C/O VERTRUE
INCORPORATE, 680
WASHINGTON BLVD.

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VERTRUE INC [VTRU]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/1999

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 29	07/01/1999	A		57,940		<u>(1)</u>	06/30/2009	Common Stock	57,940
Employee Stock Option (right to buy)	\$ 29.563	07/05/2000	A		73,070		<u>(2)</u>	07/04/2010	Common Stock	73,070
Employee Stock Option (right to buy)	\$ 20.35	07/06/2001	A		103,796		<u>(3)</u>	07/05/2011	Common Stock	103,796
Employee Stock Option (right to buy)	\$ 13.05	07/23/2002	A		120,000		<u>(4)</u>	07/22/2012	Common Stock	120,000
Employee Stock Option (right to buy)	\$ 29.62	07/01/2004	A		50,000		<u>(5)</u>	06/30/2014	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 38.21	07/07/2005	A		50,000		<u>(6)</u>	07/06/2015	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON GARY A C/O VERTRUE INCORPORATE 680 WASHINGTON BLVD. STAMFORD, CT 06901	X		President and CEO	

Signatures

/s/ Gary A.

Johnson

09/08/2005

 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).

(1) The option vested in four equal installments on each of July 1, 2000, 2001, 2002 and 2003.

(2) The option vested in four equal installments on each of July 5, 2001, 2002, 2003 and 2004.

(3) The option vested in four equal installments on each of July 6, 2002, 2003, 2004 and 2005.

(4) The option vests in four equal installments on each of July 23, 2003, 2004, 2005 and 2006.

(5) The option vests in four equal installments on each of July 1, 2005, 2006, 2007 and 2008.

(6) The option vests in four equal installments on each of July 7, 2006, 2007, 2008 and 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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