VECTREN CORP

Form 4 May 02, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction 1(b).

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)

(Last)

(City)

1. Name and Address of Reporting Person * SADLIER R DANIEL

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

VECTREN CORP [VVC]

(Middle)

(Zin)

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

05/01/2005

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

EVANSVILLE, IN 47741

20 N. W. FOURTH STREET

(City)	(State) (2	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		TransactionAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	1		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership	
						Reported	(IIISU. 4)	(Instr. 4)	
					(A)		Transaction(s)		
			C 1 W		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	05/01/2005		J (1)	1,500	D	\$0	0	D	
Stock			_	,		,			
Common			. (2)					_	
Stock	05/01/2005		$A^{(2)}$	1,350	A	\$ 0	1,350	D	
Common							585	I	IRA
Stock							303		11021

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

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

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. Transactio Code (Instr. 8)	TransactionDerivative I Code Securities (7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0	05/01/2005		J(3)	1,500		<u>(4)</u>	<u>(4)</u>	Common Stock	1,500
Phantom Stock	\$ 0	05/02/2005		<u>J(5)</u>	171.884		<u>(4)</u>	<u>(4)</u>	Common	171.884

Reporting Owners

Reporting Owner Name / Address	Keiationsinps						
	Director	10% Owner	Officer	Other			

SADLIER R DANIEL
20 N. W. FOURTH STREET
EVANSVILLE, IN 47741

Signatures

Reporting Person

Ronald E.
Christian

**Signature of 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 reporting person elected to defer the value of restricted stock vesting in 2005 to the Vectren Corporation Deferred Compensation Plan resulting in the forfeiture of 1,500 shares of restricted stock previously reported as beneficially owned by the reporting person.
- (2) The common stock was acquired pursuant to the Vectren Corporation At-Risk Compensation Plan and is subject to forfeiture as provided by that plan and the grant agreement. The board of directors approved the acquisition in accordance with Rule 16b-3(d).
- (3) Exempt acquisition of phantom shares acquired through Vectren Corporation ("Vectren") Non-Qualified Deferred Compensation Plan ("Plan"). These transactions are exempt under Rule 16b-3.
 - Phantom stock units held under the non-qualified deferred compensation plan will effectively be exercised at the time the amounts represented by those units are paid out under the Plan. Generally, unless provided otherwise by the participant, the payout begins with the
- (4) 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.
- (5) Phantom shares acquired through Vectren Corporation ("Vectren") Non-Qualified Deferred Compensation Plan.

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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