VECTREN CORP

Form 4 May 12, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * DUNN JOHN M			. Issuer Name ar mbol ECTREN CO	Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle) 3. I	Date of Earliest	Transaction					
` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` `			Ionth/Day/Year) 5/08/2008		or r (give title belo	Other (specify			
(Street)			If Amendment, I	6. Individua	6. Individual or Joint/Group Filing(Check				
EVANSV	ILLE, IN 47708	File	ed(Month/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporti Person				
(City)	(State)	(Zip)	Table I - Non-	-Derivative Securities	Acquired, Dispo	sed of, or Ben	eficially Owned		
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date	te, if Transacti	onAcquired (A) or	Securities	Ownership	Indirect Beneficial		
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form:	Ownership		
		(Month/Day/Y	Year) (Instr. 8)	(Instr. 3, 4 and 5)	Owned	Direct (D)	(Instr. 4)		

1.Tit	le of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6.	7. Nature of
Secu	rity	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or		Securities	Ownership	Indirect Beneficial		
(Inst	r. 3)		any	Code Disposed of (D)		Beneficially	Form:	Ownership		
			(Month/Day/Year)	(Instr. 8)	. 8) (Instr. 3, 4 and 5)		Owned	Direct (D)	(Instr. 4)	
								Following	or Indirect	
						(A)		Reported	(I)	
						or		Transaction(s)	(Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Con	nmon ck	05/08/2008		J(1)	1,224	D	\$ 0	4,429.186	D	
Con	nmon ck							240	I	By Grandchildren
Con	nmon ck							120	I	By Spouse

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

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number.

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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		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		J(2)	1,224		(3)	(3)	Common Stock	1,224	\$

Reporting Owners

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

Signatures

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).

Phantom stock units held under the non-qualified deferred compensation plan will effectively be exercised at the time amounts

- represented by those units are paid out under the Plan. Generally, unless provided otherwise by the participant, the payout begins with the 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.
- (2) Exempt acquisition of phantom shares acquired through Vectren Corporation (Vectren) Non-Qualified Deferred Compensation Plan (Plan). These transactions are exempt under Rule 16b-3.
- (1) 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.

Reporting Owners 2

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