VECTREN CORP

Form 4 January 02, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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if no longer

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)

See Instruction

1. Name and Address of Reporting Person * BENKERT JEROME A JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

VECTREN CORP [VVC]

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

ONE VECTREN SOUARE, P. O.

(Street)

(State)

(First)

(Month/Day/Year) 01/01/2015

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

BOX 209

4. If Amendment, Date Original

EVP & Chief Admin. Officer 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

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

EVANSVILLE, IN 47708

(City)

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

1. Title of Security (Instr. 3)

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

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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 3. Transaction Date 3A. Deemed 4. 5. Number of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative Security or Exercise any Code Securities

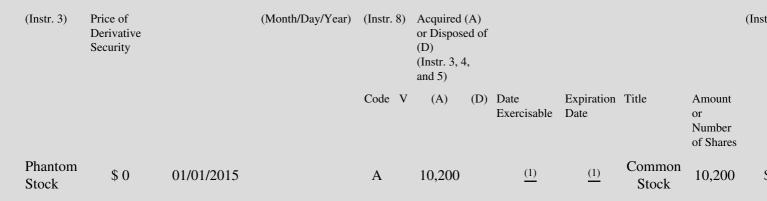
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Pı **Underlying Securities** Deri (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENKERT JEROME A JR			EVP &	
ONE VECTREN SQUARE			Chief	
P. O. BOX 209			Admin.	
EVANSVILLE IN 47708			Officer	

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).

The stock unit awards were acquired pursuant to the Vectren Corporation At Risk Compensation Plan (Plan) and are subject to forfeiture as provided by the Plan and the Plan Grant Agreement. The lifting of restrictions and the application of the forfeiture provisions are dependent upon performance under pre-established metrics during a measuring period from January 1, 2015 through December 31, 2017 and subject to continued employment until the Committee lifts the restrictions, or upon enumerated circumstances, as more fully described in the Plan and the Plan Grant Agreement. Upon lifting of restrictions, the grantee shall be paid, for each stock unit award, in cash, the value of one share of Common Stock determined by calculating the average of the closing price of the Common Stock on the New York Stock Exchange for the three consecutive trading days immediately preceding ten days before the Committee certifies results with respect to this grant, as provided in the Plan and the Plan Grant Agreement, which will be after fiscal year 2017 and is expected to be no later than March 31, 2018, or if the lifting of restrictions occurs prior to the date of Committee certification, the Fair Market Value of one share of Common Stock on the date the restrictions lapse. At the time restrictions lift, if the grantee is not then in compliance with the share ownership guidelines established by the Board, the value of each stock unit award shall be paid to the grantee in one unrestricted share of the company's Common Stock. Dividends paid during the restriction period shall accrue as additional stock unit awards and are subject to forfeiture. The Board Compensation and Benefits Committee previously approved the acquisition in accordance with Rule 16b-3(d).

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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