

BENKERT JEROME A JR
Form 4
January 04, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BENKERT JEROME A JR

2. Issuer Name and Ticker or Trading Symbol
VECTREN CORP [VEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
20 N. W. FOURTH STREET, P. O. BOX 209

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President and C

(Street)
EVANSVILLE, IN 47702-0209

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

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)	Price		
Common Stock	12/31/2005		F ⁽¹⁾	2,157 D	\$ 0	59,202.958	D
Common Stock	12/31/2005		D ⁽²⁾	3,388 D	\$ 0	55,814.958	D
Common Stock	01/01/2006	01/03/2006	A ⁽³⁾	13,000 A	\$ 0	68,814.958	D

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENKERT JEROME A JR 20 N. W. FOURTH STREET P. O. BOX 209 EVANSVILLE, IN 47702-0209			Executive Vice President and C	

Signatures

Ronald E. Christian 01/04/2006

__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).
- (2) This disposition represents the performance adjustment forfeiture relating to the January 1, 2003 grant 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.
- (3) The common stock was acquired pursuant to the Vectren Corporation At Risk Compensation Plan and is subject to forfeiture as provided by the plan and the plan agreement. The lifting of restrictions and the forfeitability provisions are dependent upon performance during a measuring period from January 1, 2006 through December 31, 2008 and continued employment until December 31, 2009. The board of directors approved the acquisition in accordance with Rule 16b-3(d).
- (1) The reporting person elected not to defer restricted stock vesting in 2005, resulting in the sale of securities to cover tax withholding due upon the lifting of restrictions and receipt of shares. This transaction was previously approved by the Compensation and Benefits Committee of the Board of Directors and is exempt under Rule 16b-3.

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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