

VECTREN CORP  
Form 3  
August 09, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Hardwick M Susan		(Month/Day/Year)	VECTREN CORP [VVC]	
(Last)	(First)	(Middle)	08/02/2013	
P.O. BOX 209			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
EVANSVILLE,Â INÂ 47708			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP, Finance & Asst Treasurer	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Phantom Stock	Â (1)	Â (1)	Common Stock	5,268	\$ 0	D	Â
Phantom Stock	Â (2)	Â (2)	Common Stock	7,545	\$ 0	D	Â
Phantom Stock	Â (3)	Â (3)	Common Stock	6,642	\$ 0	D	Â
Phantom Stock	Â (4)	Â (4)	Common Stock	6,637	\$ 0	D	Â
Phantom Stock	Â (5)	Â (5)	Common Stock	12,364.832	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hardwick M Susan P.O. BOX 209 EVANSVILLE, IN 47708	Â	Â	Â SVP, Finance & Asst Treasurer	Â

## Signatures

/s/Ronald E. Christian 08/09/2013

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 agreement. The lifting of restrictions and the application of the forfeiture provisions were dependent upon performance during a measuring period from January 1, 2010 through December 31, 2012 and, subject to certain enumerated circumstances, continued employment until December 31, 2013. Upon lifting of restrictions, the grantee shall be paid, for each stock unit

- (1) award, in cash, the fair market value of one share of common stock on the date restrictions lapse, provide grantee is in compliance with share ownership guidelines established by the board of directors (Board). If grantee is not in compliance with share ownership guidelines, the value of each stock unit award shall be paid in unrestricted Vectren Corporation 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 approved the acquisition in accordance with Rule 16b-3(d).

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 agreement. The lifting of restrictions and the application of the forfeiture provisions were dependent upon performance during a measuring period from January 1, 2011 through December 31, 2013 and, subject to certain enumerated circumstances, continued employment until December 31, 2014. Upon lifting of restrictions, the grantee shall be paid, for each stock unit

- (2) award, in cash, the fair market value of one share of common stock on the date restrictions lapse, provide grantee is in compliance with share ownership guidelines established by the board of directors (Board). If grantee is not in compliance with share ownership guidelines, the value of each stock unit award shall be paid in unrestricted Vectren Corporation 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 approved the acquisition in accordance with Rule 16b-3(d).
- (3) 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 agreement. The lifting of restrictions and the application of the forfeiture provisions were dependent upon performance during a measuring period from January 1, 2012 through December 31, 2014 and, subject to certain enumerated

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circumstances, continued employment until December 31, 2015. Upon lifting of restrictions, the grantee shall be paid, for each stock unit award, in cash, the fair market value of one share of common stock on the date restrictions lapse, provide grantee is in compliance with share ownership guidelines established by the board of directors (Board). If grantee is not in compliance with share ownership guidelines, the value of each stock unit award shall be paid in unrestricted Vectren Corporation 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 approved the acquisition in accordance with Rule 16b-3(d).

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 agreement. The lifting of restrictions and the application of the forfeiture provisions were dependent upon performance during a measuring period from January 1, 2013 through December 31, 2015 and, subject to certain enumerated circumstances, continued employment until December 31, 2016. Upon lifting of restrictions, the grantee shall be paid, for each stock unit

- (4) award, in cash, the fair market value of one share of common stock on the date restrictions lapse, provide grantee is in compliance with share ownership guidelines established by the board of directors (Board). If grantee is not in compliance with share ownership guidelines, the value of each stock unit award shall be paid in unrestricted Vectren Corporation 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 approved the acquisition in accordance with Rule 16b-3(d).

Phantom shares held under the Vectren Corporation (Vectren) Nonqualified Deferred Compensation Plan (Plan) will effectively be exercised at the time the amounts represented by these phantom shares are paid out under the Plan. Generally, unless provided otherwise

- (5) by the participant, the payout begins with the end of the officer's employment with Vectren or one of its participating subsidiaries. Pursuant to the 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.

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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