**VECTREN CORP** 

Form 4 January 22, 2014

# FORM 4

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

**OMB** 3235-0287 Number:

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **DOTY WILLIAM S** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

VECTREN CORP [VVC]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

10% Owner Director

ONE VECTREN SOUARE, P. O.

(Street)

(State)

(Month/Day/Year)

BOX 209

(City)

Security

(Instr. 3)

(Month/Day/Year) 01/17/2014

X\_ Officer (give title Other (specify below)

Exec VP, Utility Ops.

(Zip)

Execution Date, if

(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

**EVANSVILLE, IN 47708** 

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial (I) Ownership Owned

(Instr. 4)

(Instr. 4)

(A)

(Instr. 8)

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

Code V Amount (D) Price

(Instr. 3, 4 and 5)

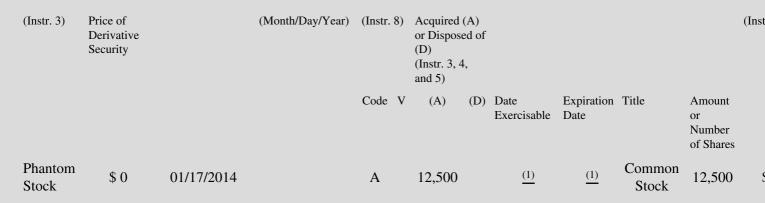
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### 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 6. Date Exercisable and 7. Title and Amount of 8. Pı Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Deri Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu any

#### Edgar Filing: VECTREN CORP - Form 4



### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOTY WILLIAM S ONE VECTREN SQUARE P. O. BOX 209			Exec VF Utility Ops.	<b>)</b> ,

# **Signatures**

**EVANSVILLE, IN 47708** 

 $\Gamma$ 

/s/Ronald E.
Christian

\*\*Signature of Reporting Person

O1/22/2014

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 agreement. The lifting of restrictions and the application of the forfeiture provisions were dependent upon performance during a measuring period from January 1, 2014 through December 31, 2016 and, subject to certain enumerated circumstances, continued employment until December 31, 2017. 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 December 25, 2017, or if the lifting of restrictions occurs prior to December 25, 2017, the fair market value of one share of common stock on the date the restrictions lapse; provided, however, if the restrictions are being lifted as of December 31, 2017, and the grantee is not then in compliance with the share ownership guidelines established by the Board, at that time 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 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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