

ELLERBROOK NIEL C
Form 4
January 04, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
ELLERBROOK NIEL C

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 10% Owner
 Officer (give title below) Other (specify below)
Chm, Pres & CEO

(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)
Common Stock	12/31/2005		D ⁽¹⁾	11,295 D	\$ 0 141,065.117	D	
Common Stock	12/31/2005		J ⁽²⁾	20,796 D	\$ 0 120,269.117	D	
Common Stock	01/01/2006	01/03/2006	A ⁽³⁾	54,400 A	\$ 0 174,669.117	D	
Common Stock					199	I	By Spouse
Common Stock					1,100	I	IRA

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

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(9-02)

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. Pr Deri Secu (Inst	
					V	(A)	(D)	Date Exercisable			Expiration Date
Phantom Stock	\$ 0	12/31/2005		J(4)		20,796		(5)	(5)	Common Stock	20,796

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLERBROOK NIEL C 20 N. W. FOURTH STREET P. O. BOX 209 EVANSVILLE, IN 47702-0209	X		Chm, Pres & CEO	

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).

(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).

(4) The reporting person had deferred the value of restricted stock vesting in 2005 in the Vectren Corporation Non-Qualified Deferred Compensation Plan resulting in the acquisition of phantom shares.

(5) Phantom stock units held under the non-qualified deferred compensation plan will effectively be exercised at the time the amounts represented by these units are paid out under the Plan. Generally, unless provided otherwise by the participant, the payout begins with the

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end of the officer's employment with the Company or one of its participating subsidiaries. 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.

This disposition represents the performance adjustment forfeiture relating to the January 1, 2003 grant under the Vectren Corporation At

- (1) 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.
- (2) The reporting person had deferred the value of restricted stock vesting in 2005 to the Vectren Corporation Non-Qualified Deferred Compensation Plan, resulting in the disposition of shares of restricted stock previously reported as beneficially owned.

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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