

ELLERBROOK NIEL C
Form 4
February 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
ELLERBROOK NIEL C

(Last) (First) (Middle)

ONE VECTREN SQUARE, P. O.
BOX 209

(Street)

EVANSVILLE, IN 47708

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/22/2013		M	1,045.4224 A 11 14,454.0834		D	
Common Stock	02/22/2013		D	1,045.4224 D 11 13,408.661		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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock	\$ 0	02/22/2013		J ⁽²⁾	10,574.015	<u>(3)</u>	<u>(3)</u>	Common Stock	10,574.0
Phantom Stock	\$ 0	02/22/2013		M	1,045.4224	<u>(3)</u>	<u>(3)</u>	Common Stock	1,045.42

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLERBROOK NIEL C ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708		X		

Signatures

/s/Ronald E.
Christian

02/25/2013

**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).

(1) The stock unit awards vesting were settled for cash. Each stock unit award was the economic equivalent of one share of Vectren Corporation common stock.

(2) This represents the net effect of the accumulation of dividends and the performance adjustment relating to the January 1, 2010 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 lifting of restrictions and the application of forfeiture provisions were dependent upon performance during a measurement period from January 1, 2010 through December 31, 2012 and continued employment until December 31, 2013. In the event of retirement before the end of the Performance Period, the restrictions on the stock unit awards are to be removed upon the expiration of the Performance Period and certification by the Vectren Corporation (Company) Board of Directors Compensation and Benefits Committee (Committee) of the Company's performance. Mr. Ellerbrook retired as the CEO of the Company on May 31, 2010 and, due to retirement, received an estimated payout upon the vesting of the 2010 stock unit awards on December 31, 2012. The number of stock unit awards Mr. Ellerbrook received represents the net effect of the accumulation of dividends and the performance adjustment based on the award's Performance Criteria. Upon the certification of the performance results by the Committee in February 2013, Mr. Ellerbrook's payout will be reconciled to the extent that there is a variance between the amount paid at the end of 2012 and the final amount certified by the Committee. 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. This grant is exempt under Section 16b-3 and was previously approved by the Committee.

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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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