TRYFOROS THOMAS N

Form 4

January 18, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

Check this box if no longer subject to 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

1(b).

(Print or Type Responses)

1. Name and Add TRYFOROS		-	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	VERTRUE INC [VTRU] 3. Date of Earliest Transaction	(Check all applicable)				
323 RAILRO	AD AVEN	UE	(Month/Day/Year) 01/14/2005	DirectorX 10% Owner Officer (give titleX Other (specify below) Member of Section 13(d) Group				
	(Street)		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 				
GREENWICH, CT 06830 (City) (State) (Zip)			Toble I Non Derivative Securities Ac	Person				

(City)	(51410)	Table	e I - Non-D	erivative S	ecurit	ies Acq	juired, Disposed (of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Month/Day/Year) Execution Date, if			posed	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			C-1- V	A 4	or (D)	D	(Instr. 3 and 4)		
G			Code V	Amount	(D)	Price			
Common	01/14/2005		J (1)	18,811	A	\$ 0	101,380	D	
Stock	01/11/2003		'—	(1)	4.	ΨΟ	101,500		

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)

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1. T	itle of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Deri	ivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Secu	ırity	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Inst	tr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
							Date	Expiration		or		
							Exercisable	Date	Title Ni	Number		
					~	/ L \				of		
					Code V	(A) (D)				Shares		

Relationshin

Reporting Owners

Reporting Owner Name / Address	Keiationsinps						
	Director	10% Owner	Officer	Other			
TRYFOROS THOMAS N							
323 RAILROAD AVENUE		X		Member of Section 13(d) Group			
GREENWICH CT 06830							

Signatures

/s/ Thomas
N.Tryforos

**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).

Represents a pro rata in-kind distribution by Prescott Associates, a private investment limited partnership, to the Reporting Person upon his departure as general partner of Prescott Associates, without consideration, in accordance with the terms of the Prescott Associates Limited Partnership Agreement. The Reporting Person's acquisition of these shares represents a change in form of beneficial ownership exempt from Section 16 pursuant to Rule 16a-13 thereunder.

Remarks:

The Reporting Person disclaims membership in any "group" as defined under Section 13(d)(3) of the Securities Exchange Act 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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