

VERTRUE INC

Form 4

November 22, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
**PRESCOTT INVESTORS PROFIT
SHARING TRUST**

(Last) (First) (Middle)

323 RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VERTRUE INC [VTRU]

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2006

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 ____X____ Other (specify
below) below)

Member of Section 13(d) Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
Common Stock	11/20/2006		S	(A) or (D) Amount 10,000 (1) D	\$ 40.55	155,000 (1)	D (1)
Common Stock	11/21/2006		S	(A) or (D) Amount 10,000 (1) D	\$ 40.23	145,000 (1)	D (1)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: VERTRUE INC - Form 4

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PRESCOTT INVESTORS PROFIT SHARING TRUST 323 RAILROAD AVENUE GREENWICH, CT 06830	Member of Section 13(d) Group
SMITH THOMAS W 323 RAILROAD AVENUE GREENWICH, CT 06830	X Member of Section 13(d) Group
VASSALLUZZO SCOTT J 323 RAILROAD AVENUE GREENWICH, CT 06830	X Member of Section 13(d) Group

Signatures

/s/ Thomas W. Smith, individually and as trustee of Prescott Investors Profit Sharing Trust /s/ Scott J. Vassalluzzo, individually and as trustee of Prescott Investors Profit Sharing Trust	11/22/2006
**Signature of Reporting Person	Date
Thomas W. Smith, individually and as trustee for Prescott Investors Profit Sharing Trust	11/22/2006
**Signature of Reporting Person	Date
Scott J. Vassalluzzo, individually and as trustee of Prescott Investors Profit Sharing Trust	11/22/2006
**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).

These shares are owned directly by the Prescott Investors Profit Sharing Trust("Trust") and indirectly by Thomas W. Smith and Scott J.

- (1) Vassalluzzo as trustees of the Trust. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their pecuniary interest under 16a-8(b)(2)(ii). The address for the Trust is 323 Railroad Avenue, Greenwich, CT 06830

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.