

VERTRUE INC

Form 4

July 13, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH THOMAS W

(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)

07/11/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Member 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	07/11/2007		S	V 749,640 D	\$ 48.907 0	D	
Common Stock	07/11/2007		S	V 157,389 D	\$ 48.907 0	I	By Idoya Partners LP (1)
Common Stock	07/11/2007		S	V 524,769 D	\$ 48.907 0	I	By Prescott Associates LP (2)
Common Stock	07/11/2007		S	V 41,770 D	\$ 48.907 0	I	By Prescott International Partners LP

Common Stock	07/11/2007	S	145,000	D	\$ 48.907	0	I	(3) Prescott Investors Profit Sharing Trust ⁽⁴⁾
Common Stock	07/11/2007	S	31,700	D	\$ 48.907	0	I	By Thomas W. Smith Foundation ⁽⁵⁾
Common Stock	07/11/2007	S	15,650	D	\$ 48.907	0	I	By Smith Family Accounts ⁽⁶⁾

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				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
SMITH THOMAS W 323 RAILROAD AVENUE GREENWICH, CT 06830		X		Member Section 13(d) Group
VASSALLUZZO SCOTT J 323 RAILROAD AVENUE		X		Member of Section 13(d) Group

GREENWICH, CT 06830

Signatures

/s/ Thomas W.

Smith

07/13/2007

 Signature of
Reporting Person

Date

/s/ Scott J.

Vassalluzzo

07/13/2007

 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 Idoya Partners LP("Idoya"), a private investment limited partnership, and indirectly by Thomas W.

- (1) Smith and Scott J. Vassalluzzo as a general partners of Idoya. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their pecuniary interest under 16a-1(a)(2)(ii)(B). The address for Idoya is 323 Railroad Avenue, Greenwich, CT 06830

These shares are owned directly by Prescott Associates LP ("Prescott Associates"), a private investment limited partnership, and indirectly by Thomas W. Smith and Scott J. Vassalluzzo as a general partners of Prescott Associates. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their pecuniary interest under 16a-1(a)(2)(ii)(B). The address for Prescott Associates is 323 Railroad Avenue, Greenwich, CT 06830

- (2) indrectly by Thomas W. Smith and Scott J. Vassalluzzo as a general partners of Prescott Associates. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their pecuniary interest under 16a-1(a)(2)(ii)(B). The address for Prescott Associates is 323 Railroad Avenue, Greenwich, CT 06830
- These shares are owned directly by Prescott International Partners L.P. ("PIP"), a private investment limited partnership, and indirectly by Thomas W. Smith and Scott J. Vassalluzzo as a general partners of PIP. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their pecuniary interest under 16a-1(a)(2)(ii)(B). The address for PIP is 323 Railroad Avenue, Greenwich, CT 06830

- (3) These shares are owned directly by Prescott International Partners L.P. ("PIP"), a private investment limited partnership, and indirectly by Thomas W. Smith and Scott J. Vassalluzzo as a general partners of PIP. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their pecuniary interest under 16a-1(a)(2)(ii)(B). The address for PIP is 323 Railroad Avenue, Greenwich, CT 06830
- These shares are owned directly by the Prescott Investors Profit Sharing Trust ("Trust") and indirectly by Mr. Thomas W. Smith and Mr. Scott J. Vassalluzzo as trustees of the Trust. Messrs. Smith and Vassalluzzo disclaims 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

- (4) These shares are owned directly by the Prescott Investors Profit Sharing Trust ("Trust") and indirectly by Mr. Thomas W. Smith and Mr. Scott J. Vassalluzzo as trustees of the Trust. Messrs. Smith and Vassalluzzo disclaims 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
- These shares are owned directly by the Thomas W. Smith Foundation ("Foundation") and indirectly by Thomas W. Smith as trustee of the Foundation. Mr. Smith disclaims beneficial ownership of these shares in excess of his pecuniary interest under 16a-8(b)(2)(ii). The address for the Foundation is 323 Railroad Avenue, Greenwich, CT 06830

- (5) These shares are owned directly by the Thomas W. Smith Foundation ("Foundation") and indirectly by Thomas W. Smith as trustee of the Foundation. Mr. Smith disclaims beneficial ownership of these shares in excess of his pecuniary interest under 16a-8(b)(2)(ii). The address for the Foundation is 323 Railroad Avenue, Greenwich, CT 06830
- These shares are owned directly by accounts established for the benefit of certain family members of Thomas W. Smith. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose and Mr. Smith disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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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