### Edgar Filing: VERTRUE INC - Form 4

VERTRUE Form 4 March 15, 2	.006										
FORM	$14_{\text{UNITED ST}}$	ATES SECU	RITIFS A	ND FX	снл	NGE C	OMMISSION		PROVAL		
Check th			ashington				010110110551010	OMB Number:	3235-0287		
if no lon	ner		NCESIN	DENIER			EDSUID OF	Expires:	January 31, 2005		
subject t Section Form 4 o	SECU	GES IN BENEFICIAL OWNERSHIP OI SECURITIES					verage rs per 0.5				
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations Mage (Comparing Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 (Comparing Company Act of 1940) (Comparing Comparing C											
(Print or Type	Responses)										
DUFFY JAMES B Symbol				r Name and Ticker or Trading       5. Relationship of Reporting Person(s)         Issuer       Issuer					son(s) to		
(Lost)	(First) (Midd						(Check all applicable)				
(Last)	(First) (Midd	(Month/	of Earliest T Day/Year)	ransaction			Director 10% Owner				
VERTRUE	2006				XOfficer (give titleOther (specify below) below) EVP and CFO						
(Street) 4. If Amer				ate Origina	1		6. Individual or Joint/Group Filing(Check				
Filed(Mor			onth/Day/Yea					ed by One Reporting Person			
NORWAL		Form filed by More than One Reporting Person									
(City)	(State) (Zip	) Tal	ole I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	(Month/Day/Year) Ex	Transaction Date2A. Deemed3onth/Day/Year)Execution Date, if any7(Month/Day/Year)(				equired l of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	03/13/2006		М	14,279	А	\$ 4.167	40,254	D			
Common Stock	03/13/2006		S	5	D	\$ 43.75	40,249	D			
Common Stock	03/13/2006		S	773	D	\$ 43.78	39,476	D			
Common Stock	03/13/2006		S	185	D	\$ 43.82	39,291	D			
Common Stock	03/13/2006		S	7,518	D	\$ 43.9	31,773	D			

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Common Stock	03/13/2006	S	2,660	D	\$ 43.95	29,113	D	
Common Stock	03/13/2006	S	90	D	\$ 43.96	29,023	D	
Common Stock	03/13/2006	S	2,205	D	\$ 43.97	26,818	D	
Common Stock	03/13/2006	S	843	D	\$ 44	25,975	D	
Common Stock	03/14/2006	М	9,578	А	\$ 4.167	35,553	D	
Common Stock	03/14/2006	S	8,524	D	\$ 43.5	27,029	D	
Common Stock	03/14/2006	S	47	D	\$ 43.52	26,982	D	
Common Stock	03/14/2006	S	93	D	\$ 43.53	26,889	D	
Common Stock	03/14/2006	S	141	D	\$ 43.54	26,748	D	
Common Stock	03/14/2006	S	94	D	\$ 43.55	26,654	D	
Common Stock	03/14/2006	S	585	D	\$ 43.6	26,069	D	
Common Stock	03/14/2006	S	94	D	\$ 43.66	25,975	D	
Common Stock	03/14/2006	М	10,000	А	\$ 4.167	35,975	D	
Common Stock						115.0873 <u>(1)</u>	Ι	401(k) Plan

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.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		
	-				(Instr. 3, 4,		

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			and 5)					
			Code V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.167	03/13/2006	М	14,279	(2)	06/20/2006	Common Stock	14,279
Employee Stock Option (right to buy)	\$ 4.167	03/14/2006	М	9,578	<u>(3)</u>	06/20/2006	Common Stock	9,578
Employee Stock Option (rgiht to buy)	\$ 4.167	03/14/2006	М	10,000	<u>(4)</u>	06/20/2006	Common Stock	10,000

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
DUFFY JAMES B VERTRUE INCORPORATED 20 GLOVER AVENUE NORWALK, CT 06850			EVP and CFO					
Signatures								
Tami Pauley, Attorney-in-fact fo Duffy	or James	C	3/15/2006					

### **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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) Mr. Duffy also owns 115.0873 shares of VTRU common stock indirectly through the Vertrue 401(k) Plan. The information is based on a plan statement as of February 22, 2006.

Date

- (2) The option vests in 4 equal installments on each of June 20, 197, 1998, 1999 and 2000.
- (3) The option vest in 4 equal installments on each of June 20, 1997, 1998, 1999 and 2000.
- (4) The option vest in 4 equal installments on each of June 20, 1997, 1998, 1999 and 2000.

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.