

VERTRUE INC
Form 4
August 20, 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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON GARY A

(Last) (First) (Middle)

20 GLOVER AVENUE

(Street)

NORWALK, CT 06850

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2007

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)

President and CEO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/16/2007		D		400,000	D 181,031	D
Common Stock	08/16/2007		D		181,031 (2)	D \$ 50 0	D
Common Stock	08/16/2007		D		54,000 (3)	D \$ 50 0	I Trust for Children

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

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SEC 1474
(9-02)

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number.

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 Number Shares
Employee Stock Option Right to Buy	\$ 15	08/16/2007		D		43,334		<u>(4)</u>	08/28/2008	Common Stock	43,334
Employee Stock Option Right to Buy	\$ 17.75	08/16/2007		D		40,570		<u>(4)</u>	10/09/2008	Common Stock	40,570
Employee Stock Option Right to Buy	\$ 29	08/16/2007		D		57,940		<u>(4)</u>	07/01/2009	Common Stock	57,940
Employee Stock Option Right to Buy	\$ 29.563	08/16/2007		D		3,382		<u>(4)</u>	07/05/2010	Common Stock	3,382
Employee Stock Option Right to Buy	\$ 29.563	08/16/2007		D		69,688		<u>(4)</u>	07/05/2010	Common Stock	69,688
Employee Stock Option Right to Buy	\$ 20.35	08/16/2007		D		103,796		<u>(4)</u>	07/06/2011	Common Stock	103,796
Employee Stock Option Right to	\$ 13.05	08/16/2007		D		120,000		<u>(4)</u>	07/23/2012	Common Stock	120,000

Buy

Employee
Stock

Option	\$ 20.859	08/16/2007		D	30,000	<u>(4)</u>	07/23/2013	Common Stock	30,000
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Employee
Stock

Option	\$ 31.249	08/16/2007		D	12,000	<u>(4)</u>	01/22/2014	Common Stock	12,000
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Employee
Stock

Option	\$ 29.62	08/16/2007		D	50,000	<u>(4)</u>	07/01/2014	Common Stock	50,000
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Employee
Stock

Option	\$ 38.21	08/16/2007		D	50,000	<u>(4)</u>	07/07/2015	Common Stock	50,000
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Employee
Stock

Option	\$ 43.28	08/16/2007		D	50,000	<u>(4)</u>	07/11/2016	Common Stock	50,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON GARY A 20 GLOVER AVENUE NORWALK, CT 06850	X		President and CEO	

Signatures

Tami Pauley, Attonry in fact for Gary Johnson	08/20/2007
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**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 shares were exchanged for an equity interest in Velo Holdins Inc., the sole owner of Vertrue Incorporated after the merger.

(2)

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Disposed of in exchange for the right to receive \$50.00 per share, pursuant to the Agreement and Plan of Merger, dated as of March 22, 2007, by and among Vertrue Incorporated, Velo Holdings Inc., and Velo Acquisition Inc. as amended by the Amendment, dated as of July 18, 2007 (as amended, the "Merger Agreement"). This also includes 30.582 shares of company stock held within the Vertrue Incorporated 401(k) Plan.

- (3) Disposed of in exchange for the right to receive \$50.00 per share, pursuant to the Merger Agreement.
- (4) Pursuant to the Merger Agreement, the option was canceled in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$50.00 per share, multiplied by the number of shares subject to the option.

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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