ELLERBROOK NIEL C

Form 4/A January 04, 2010

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Estimated average

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

12/31/2009

Stock

may continue.

See Instruction

1. Name and Address of Reporting Person * ELLERBROOK NIEL C			2. Issuer Name and Ticker or Trading Symbol VECTREN CORP [VVC]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction		(Check all applicable)				
(Lust)	(1 1131)	(Wildaic)	(Month/E		ansaction	_X_ Director	10% Owner		
ONE VECTREN SQUARE, P. O.			12/31/2009			_X_ Officer (gives below)	ve title Other (specify below)		
BOX 209							Chm & CEO		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line)			
EVANSVILLE, IN 47708			01/04/2010			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-D	Perivative Securities Acq	quired, Disposed	of, or Beneficially Owned		
1.Title of Security	2. Transaction (Month/Day/Y			3. Transactio	4. Securities Acquired on(A) or Disposed of	5. Amount of Securities	6. Ownership 7. Nature of Form: Direct Indirect		

(Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s)

15,121

D

\$0

(Instr. 3 and 4) Code V Amount (D) Price Common

 $F^{(1)}$

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.

87,854.199

D

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

Edgar Filing: ELLERBROOK NIEL C - Form 4/A

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. Transactic Code (Instr. 8)	5. Number of or 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. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0	01/01/2010		A	75,400	(2)	(2)	Common	75,400	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
ELLERBROOK NIEL C ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708	X		Chm & CEO			

Signatures

/s/Ronald E.
Christian

**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).
- The reporting person elected not to defer restricted stock vesting in 2009, resulting in the sale of securities to cover tax withholding due (1) upon the lifting of restrictions and receipt of shares. The transaction was previously approved by the Compensation and Benefits Committee of the Board of Directors and is exempt under Rule 16b-3.
- The stock unit award was acquired pursuant to the Vectren Corporation At-Risk Compensation Plan and is subject to forfeiture as provided by the Plan and the Plan Agreement. The lifting of restrictions and the forfeitability provisions is dependent upon performance during a measuring period from January 1, 2010 through December 31, 2012 and continued employment until December 31, 2013. The board of directors approved the acquisition in accordance with Rule 16b-3(d).

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.

Reporting Owners 2