

BENKERT JEROME A JR  
Form 4  
January 04, 2005

**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 \*  
**BENKERT JEROME A JR**

(Last) (First) (Middle)

20 N. W. FOURTH STREET

(Street)

EVANSVILLE, IN 47741

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**VECTREN CORP [VVC]**

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

12/31/2004

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

Executive Vice President and C

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2004		F <sup>(1)</sup>	2,119 D \$ 0	30,740.958	D	
Common Stock	12/31/2004		A <sup>(2)</sup>	1,028 A \$ 0	31,768.958	D	
Common Stock	01/01/2005		A <sup>(3)</sup>	12,000 A \$ 0	43,768.958	D	
Common Stock					2,125.504	I	401K PLAN

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 26.63	01/01/2005		A <sup>(4)</sup>		26,000		01/01/2005	01/01/2015	Common Stock	26,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BENKERT JEROME A JR 20 N. W. FOURTH STREET EVANSVILLE, IN 47741	Executive Vice President and C

## Signatures

Ronald E.  
Christian 01/04/2005

    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 2004, resulting in the sale of securities to cover tax withholding due upon the lifting of restrictions and receipt of shares. This transaction was previously approved by the Compensation and Benefits Committee of the Board of Directors and is exempt under Rule 16b-3.

This acquisition represents the performance grant relating to the third performance cycle of the October 2000 grant under the Vectren Corporation Restricted Stock Plan. The grant is exempt under Section 16b-3 and was previously approved by the Compensation and Benefits Committee of the Board of Directors. This grant is subject to forfeiture as provided under the Plan.

(3) The common stock 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

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measuring period from January 1, 2005 through December 31, 2007 and continued employment until December 31, 2008. The Compensation and Benefits Committee of the Board of Directors approved the acquisition in accordance with Rule 16b-3(d).

Stock options granted under the Vectren Corporation (Vectren) At Risk Compensation Plan in a transaction approved by the

- (4) Compensation and Benefits Committee of the Board of Directors and exempt under Rule 16(b)-3. The options vest in three installments on January 1, 2006, January 1, 2007 and January 1, 2008.

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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