

ELLERBROOK NIEL C  
Form 4  
January 04, 2006

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ELLERBROOK NIEL C

2. Issuer Name and Ticker or Trading Symbol  
VECTREN CORP [VEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
20 N. W. FOURTH STREET, P. O. BOX 209

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chm, Pres & CEO

(Street)  
EVANSVILLE, IN 47702-0209

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

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)
Common Stock	12/31/2005		D <sup>(1)</sup>	11,295 D	\$ 0 141,065.117	D	
Common Stock	12/31/2005		J <sup>(2)</sup>	20,796 D	\$ 0 120,269.117	D	
Common Stock	01/01/2006	01/03/2006	A <sup>(3)</sup>	54,400 A	\$ 0 174,669.117	D	
Common Stock					199	I	By Spouse
Common Stock					1,100	I	IRA



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end of the officer's employment with the Company or one of its participating subsidiaries. Pursuant to the non-qualified deferred compensation plan, payouts can occur for up to 15 years. Amounts held in the phantom stock accounts would be amortized over that period unless directed otherwise by the participant.

This disposition represents the performance adjustment forfeiture relating to the January 1, 2003 grant under the Vectren Corporation At

- (1) Risk Compensation Plan. This grant is exempt under Section 16b-3 and was previously approved by the board of directors. This grant is subject to forfeiture as provided under the Plan.
- (2) The reporting person had deferred the value of restricted stock vesting in 2005 to the Vectren Corporation Non-Qualified Deferred Compensation Plan, resulting in the disposition of shares of restricted stock previously reported as beneficially owned.

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.