

SMITH MICHAEL L
 Form 4
 January 02, 2019

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 *
 SMITH MICHAEL L

(Last) (First) (Middle)

ONE VECTREN SQUARE, P. O.
 BOX 209

(Street)

EVANSVILLE, IN 47708

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/01/2019

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)

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr.)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0	01/01/2019	A		1,431		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	1,431	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH MICHAEL L ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708				

Signatures

/s/Ronald E.
Christian

01/02/2019

Date

**Signature of
Reporting Person

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 stock unit award was granted pursuant to the Vectren Corporation At Risk Compensation Plan (Plan) and is subject to the terms, provisions and conditions of the Plan and Plan grant agreement. The lifting of restrictions and forfeiture provisions are dependent upon continued service by the grantee until January 1, 2020, except as described in the Plan and the Plan grant agreement. If the service of the grantee ends at the annual shareholder meeting, the stock unit award will vest at such time and will be prorated based upon the number of days served.
- (2) The grantee will be paid for each stock unit, in cash, the value of one share of Vectren's common stock on the date restrictions lapse, provided grantee is in compliance with the share ownership guidelines established by the company. If the grantee is not then in compliance with the company's share ownership guidelines, the value of each stock unit will be paid to the grantee in one unrestricted share of Vectren's common stock. This acquisition was approved in accordance with Rule 16b-3.
- (3) If the closing date of the previously announced merger transaction between Vectren Corporation and CenterPoint Energy, Inc. (CNP) occurs prior to January 1, 2020, then the Stock Unit Awards shall be cancelled and converted into a vested right to receive cash in an amount equal to (i) \$72.00 multiplied by (ii) the number of Stock Unit Awards provided hereunder multiplied by (iii) a fraction with a numerator equal to the number of days in the period beginning on the Grant Date and ending on the closing date of the transaction with CNP and a denominator equal to 365, but in no event shall such fraction be greater than one.

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.