

BENKERT JEROME A JR

Form 4

March 11, 2011

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BENKERT JEROME A JR

(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)

03/09/2011

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)

EXEC VP, CFO

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 03/09/2011                           |                                                    | M                              |                                                                   | 3,727  | A          | \$ 23.19                                                                                      | 51,422.958                                               | D                                                     |
| Common Stock                    | 03/09/2011                           |                                                    | S                              |                                                                   | 1,450  | D          | \$ 27.1507                                                                                    | 49,972.958                                               | D                                                     |
| Common Stock                    | 03/09/2011                           |                                                    | S                              |                                                                   | 300    | D          | \$ 27.1517                                                                                    | 49,672.958                                               | D                                                     |
| Common Stock                    | 03/09/2011                           |                                                    | S                              |                                                                   | 250    | D          | \$ 27.152                                                                                     | 49,422.958                                               | D                                                     |
| Common Stock                    | 03/09/2011                           |                                                    | S                              |                                                                   | 200    | D          | \$ 27.1545                                                                                    | 49,222.958                                               | D                                                     |

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|              |            |   |     |   |            |            |   |
|--------------|------------|---|-----|---|------------|------------|---|
| Common Stock | 03/09/2011 | S | 500 | D | \$ 27.155  | 48,722.958 | D |
| Common Stock | 03/09/2011 | S | 127 | D | \$ 27.1571 | 48,595.958 | D |
| Common Stock | 03/09/2011 | S | 900 | D | \$ 27.16   | 47,695.958 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 (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. Derivative Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|-------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                      | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares                |
| Stock Options (Right to Buy)               | \$ 23.19                                               | 03/09/2011                           |                                                    | M                              | 3,727                                                                          | <u>(1)</u>                                               | 01/01/2013      | Common Stock                                                  | 3,727                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships                    |
|------------------------------------------------------------------------------------|----------------------------------|
|                                                                                    | Director 10% Owner Officer Other |
| BENKERT JEROME A JR<br>ONE VECTREN SQUARE<br>P. O. BOX 209<br>EVANSVILLE, IN 47708 | EXEC VP, CFO                     |

## Signatures

/s/Ronald E.  
Christian 03/11/2011

\*\*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) Stock options granted under the Vectren Corporation (Vectren) At Risk Compensation Plan in a transaction exempt under Rule 16(b)-3. The options vest in three equal installments on January 1, 2004, January 1, 2005 and January 1, 2006.

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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