

ELLERBROOK NIEL C
Form 4
February 15, 2011

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

(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)
02/14/2011

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/14/2011		M	1,815.8433 A 11,224.5043		D	
Common Stock	02/14/2011		D	1,815.8433 D 9,408.661		D	

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

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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 of Number of Shares
Phantom Stock	\$ 0	02/14/2011		J ⁽²⁾	28,088	(3)	(3)	Common Stock	0
Phantom Stock	\$ 0	02/14/2011		M	1,815.8433	(3)	(3)	Common Stock	1,815.84

Reporting Owners

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

Signatures

/s/Ronald E. Christian 02/15/2011

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) The stock unit award vesting in 2010 was settled for cash. Each share of phantom stock was the economic equivalent of one share of VVC common stock.
- This disposition represents the performance adjustment forfeiture relating to the January 1, 2008 grant under the Vectren Corporation At 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) 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.
- The lifting of restrictions and forfeitability provisions were dependent upon performance during a measurement period from 1/1/08 through 12/31/10 and continued employment until 12/31/11. In the event of Retirement before the end of the Performance Period, the restrictions on the Stock Unit Awards shall be removed upon the expiration of the Performance Period and certification by the Compensation and Benefits Committee of the Company's performance. Mr. Ellerbrook retired as the CEO of the Company on May 31, 2010 and, due to retirement, received an estimated payout upon the vesting of the 2008 Stock Unit Award on December 31, 2010. The number of stock units Mr. Ellerbrook received is equal to the number of shares granted, as adjusted or forfeited based on the award's Performance Criteria, times the average of the closing price on the NYSE on the three consecutive trading days immediately preceding December 25., 2010. Upon the certification of the Performance results by the Committee in February 2011, Mr. Ellerbrook's payout will be reconciled to the extent that there is a variance between the amount paid at the end of 2010 and the final amount certified by the Committee. 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.
- (3) The lifting of restrictions and forfeitability provisions were dependent upon performance during a measurement period from 1/1/08 through 12/31/10 and continued employment until 12/31/11. In the event of Retirement before the end of the Performance Period, the restrictions on the Stock Unit Awards shall be removed upon the expiration of the Performance Period and certification by the Compensation and Benefits Committee of the Company's performance. Mr. Ellerbrook retired as the CEO of the Company on May 31, 2010 and, due to retirement, received an estimated payout upon the vesting of the 2008 Stock Unit Award on December 31, 2010. The number of stock units Mr. Ellerbrook received is equal to the number of shares granted, as adjusted or forfeited based on the award's Performance Criteria, times the average of the closing price on the NYSE on the three consecutive trading days immediately preceding December 25., 2010. Upon the certification of the Performance results by the Committee in February 2011, Mr. Ellerbrook's payout will be reconciled to the extent that there is a variance between the amount paid at the end of 2010 and the final amount certified by the Committee. 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.

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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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