

VERTRUE INC  
Form 4  
March 07, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSON GARY A

(Last) (First) (Middle)

C/O VERTRUE  
INCORPORATED, 680  
WASHINGTON BLVD

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VERTRUE INC [VTRU]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/03/2005

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)  
President and CEO

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)
				(A) or (D) Code V Amount Price			
Common Stock	03/03/2005		S	1,700 D \$ 40.9	644,200 <sup>(1)</sup>	D	
Common Stock	03/03/2005		S	100 D \$ 40.93	644,100	D	
Common Stock	03/03/2005		S	100 D \$ 40.94	644,000	D	
Common Stock	03/03/2005		S	100 D \$ 40.97	643,900	D	
Common Stock	03/03/2005		S	1,000 D \$ 41.1	642,900	D	

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Common Stock	03/03/2005	S	1,000	D	\$ 41.3	641,900	D	
Common Stock	03/07/2005	S	500	D	\$ 38.57	641,400	D	
Common Stock	03/07/2005	S	100	D	\$ 38.85	641,300	D	
Common Stock	03/07/2005	S	400	D	\$ 38.4	640,900	D	
Common Stock	03/07/2005	S	100	D	\$ 38.28	640,800	D	
Common Stock	03/07/2005	S	400	D	\$ 38.3	640,400	D	
Common Stock	03/07/2005	S	500	D	\$ 38.35	639,900	D	
Common Stock						54,000	I	By Trust for Children

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Reporting Owners

JOHNSON GARY A  
C/O VERTRUE INCORPORATED  
680 WASHINGTON BLVD  
STAMFORD, CT 06901

X

President  
and CEO

## Signatures

/s/ Gary A.

Johnson

03/07/2005

\_\_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).

(1) Mr. Johnson also owns 30,582 shares of VTRU common stock indirectly through the VTRU 401(k) Plan. The information is based on a plan statement dated as of February 18, 2005.

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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