

VECTREN CORP  
Form 4  
January 03, 2008

**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)  
**12/31/2007**

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)  
**Chm, Pres & 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)
			Code	V Amount (D) Price			
Common Stock	12/20/2007		G <sup>(1)</sup>	V 12,270 D \$ 0	178,145.759	D	
Common Stock	12/31/2007		J <sup>(2)</sup>	40,300 D \$ 0	137,845.759	D	
Common Stock	12/31/2007		F <sup>(3)</sup>	7,500 D \$ 0	130,345.759	D	
Common Stock					199	I	By Spouse
Common Stock					1,100	I	IRA



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compliance with share ownership guidelines established by the board of directors. If Grantee is not in compliance with share ownership guidelines, the value of each Stock Unit Award shall be paid in unrestricted Vectren common stock. The board of directors approved the acquisition in accordance with Rule 16b-3(d). Given the performance-based nature of the award, it is possible that this award is not a derivative security and may not be reportable.

- (3) The reporting person elected not to defer restricted stock vesting in 2007 resulting in the sale of securities to cover tax withholding due upon the lifting of restrictions and receipt of shares. This transaction was previously approved by the Compensation and Benefits Committee of the Board of Directors and is exempt under Rule 16b-3.

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.