

VERTRUE INC  
Form 4  
February 22, 2005

**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 \*  
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)  
02/17/2005

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	02/17/2005		M	24,000	A \$ 2.778	605,900 (1)	D
Common Stock	02/17/2005		S	2,000	D \$ 40.2	603,900	D
Common Stock	02/17/2005		S	1,700	D \$ 40.25	602,200	D
Common Stock	02/17/2005		S	300	D \$ 40.26	601,900	D
Common Stock	02/17/2005		S	700	D \$ 40.27	601,200	D

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Common Stock	02/17/2005	S	300	D	\$ 40.28	600,900	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.3	599,900	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.35	598,900	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.48	597,900	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.6	596,900	D
Common Stock	02/17/2005	S	3,832	D	\$ 40.7	593,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.75	592,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.77	591,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.8	590,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.9	589,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.95	588,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 41	587,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 41.09	586,068	D
Common Stock	02/17/2005	S	999	D	\$ 41.1	585,069	D
Common Stock	02/17/2005	S	1	D	\$ 41.13	585,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 41.15	584,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 41.45	583,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 41.5	582,068	D
Common Stock	02/17/2005	S	168	D	\$ 41.6	581,900	D
Common Stock	02/18/2005	M	300	A	\$ 2.778	582,200	D
	02/18/2005	S	300	D	\$ 40.1	581,900	D

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Common Stock							
Common Stock	02/22/2005		M	83,700	A	\$ 2.778	665,600 D
Common Stock	02/22/2005		S	5,211	D	\$ 39.75	660,389 D
Common Stock	02/22/2005		S	1,250	D	\$ 39.76	659,139 D
Common Stock	02/22/2005		S	789	D	\$ 39.02	658,350 <sup>(2)</sup> 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 or Number of Shares
Employee Stock Option (right to buy)	\$ 2.778	02/17/2005		M	24,000	<sup>(3)</sup> 07/31/2005	Common Stock 24,000
Employee Stock Option (right to buy)	\$ 2.778	02/18/2005		M	300	<sup>(3)</sup> 07/31/2005	Common Stock 300
Employee Stock Option (right to buy)	\$ 2.778	02/22/2005		M	83,700	<sup>(3)</sup> 07/31/2005	Common Stock 83,700

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON GARY A C/O VERTRUE INCORPORATED 680 WASHINGTON BLVD STAMFORD, CT 06901	X		President and CEO	

# Signatures

/s/ Tami Pauley, Attorney-in-Fact for Gary A. Johnson  
02/22/2005

\*\*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.
- [Footnote for inclusion in electronic filing only.] The reporting person also engaged in seven additional sales of common stock on 2/22/2005 involving the following shares at the prices indicated: (1)9,257 shares at \$39.20; (2)750 shares at \$39.05; (3)1,000 shares at \$39.06; (4)369 shares at \$39.25; (5)400 shares at \$39.26; (6)100 shares at \$39.22; and (7)574 shares at \$39.24. The transaction code applicable to each sale is "S". Following the reported transactions, the reporting person beneficially owned 645,900 shares directly and 54,000 shares indirectly by Trust for Children.
- (3) The option is vested and immediately exercisable in full.

**Remarks:**

Exhibit List  
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Exhibit 24 - Power of Attorney

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.