

ELLERBROOK NIEL C

Form 4

November 16, 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

OMB
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(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)

11/15/2011

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/15/2011		M		45,853	A	\$ 23.19	55,261.661	D
Common Stock	11/15/2011		S		600	D	\$ 29.24	54,661.661	D
Common Stock	11/15/2011		S		100	D	\$ 29.25	54,561.661	D
Common Stock	11/15/2011		S		1,100	D	\$ 29.26	53,461.661	D
Common Stock	11/15/2011		S		500	D	\$ 29.3	52,961.661	D

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Common Stock	11/15/2011	S	4,445	D	\$ 29.31	48,516.661	D
Common Stock	11/15/2011	S	2,900	D	\$ 29.32	45,616.661	D
Common Stock	11/15/2011	S	1,100	D	\$ 29.34	44,516.661	D
Common Stock	11/15/2011	S	800	D	\$ 29.35	43,716.661	D
Common Stock	11/15/2011	S	13	D	\$ 29.36	43,703.661	D
Common Stock	11/15/2011	S	200	D	\$ 29.38	43,503.661	D
Common Stock	11/15/2011	S	200	D	\$ 29.385	43,303.661	D
Common Stock	11/15/2011	S	1,800	D	\$ 29.39	41,503.661	D
Common Stock	11/15/2011	S	100	D	\$ 29.395	41,403.661	D
Common Stock	11/15/2011	S	5,792	D	\$ 29.4	35,611.661	D
Common Stock	11/15/2011	S	200	D	\$ 29.405	35,411.661	D
Common Stock	11/15/2011	S	5,103	D	\$ 29.41	30,308.661	D
Common Stock	11/15/2011	S	400	D	\$ 29.411	29,908.661	D
Common Stock	11/15/2011	S	500	D	\$ 29.4175	29,408.661	D
Common Stock	11/15/2011	S	7,000	D	\$ 29.42	22,408.661	D
Common Stock	11/15/2011	S	100	D	\$ 29.4205	22,308.661	D
Common Stock	11/15/2011	S	100	D	\$ 29.4207	22,208.661	D
Common Stock	11/15/2011	S	200	D	\$ 29.421	22,008.661	D
Common Stock	11/15/2011	S	100	D	\$ 29.4213	21,908.661	D
Common Stock	11/15/2011	S	600	D	\$ 29.425	21,308.661	D
	11/15/2011	S	6,300	D	\$ 29.43	15,008.661	D

Common
Stock

Common Stock	11/15/2011	S	5,200	D	\$ 29.431	9,808.661	D
Common Stock	11/15/2011	S	200	D	\$ 29.4313	9,608.661	D
Common Stock	11/15/2011	S	100	D	\$ 29.4314	9,508.661	D
Common Stock	11/15/2011	S	100	D	\$ 29.4316	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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 23.19	11/15/2011		M	45,853	<u>(1)</u> 01/01/2013	Common Stock	45,853

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

11/16/2011

__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.

Remarks:

The sales reported in this Form 4 were executed pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

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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