

VECTREN CORP

Form 4

May 27, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOTY WILLIAM S

(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)

05/23/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Exec VP, Utility Ops.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	05/23/2008		M		2,300	A \$ 22.57	29,267.251	D	
Common Stock	05/23/2008		M		7,500	A \$ 23.19	36,767.251	D	
Common Stock	05/23/2008		S		3,749	D \$ 28.45	33,018.251	D	
Common Stock	05/23/2008		S		800	D \$ 28.46	32,218.251	D	
Common Stock	05/23/2008		S		3,121	D \$ 28.6	29,097.251	D	

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Common Stock	05/23/2008	S	700	D	\$ 28.61	28,397.251	D
Common Stock	05/23/2008	S	1,330	D	\$ 28.63	27,067.251	D
Common Stock	05/27/2008	S	100	D	\$ 28.62	26,967.251	D

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 (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
Stock Options (Right to buy)	\$ 22.57	05/23/2008		M	2,300	01/01/2004 ⁽¹⁾ 01/01/2013	Common Stock 2,300
Stock Options (Right to buy)	\$ 23.19	05/23/2008		M	7,500	01/01/2004 ⁽¹⁾ 01/01/2013	Common Stock 7,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DOTY WILLIAM S ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708	Exec VP, Utility Ops.

Signatures

Ronald E.
Christian

05/27/2008

 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 options vested in three annual installments in 2004, 2005 and 2006.

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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