

Englander Daniel J
 Form 4
 June 16, 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 *
 Englander Daniel J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 323 RAILROAD AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 06/14/2005

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 Member of Section 13(d) Group

(Street)
 GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 06/14/2005 | | J ⁽¹⁾ | | 30,000 | D | \$ 39.15 |
| | | | | | 0 | I | |

By
 Prescott
 Capital
 Partners
(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Englander Daniel J 323 RAILROAD AVENUE GREENWICH, CT 06830 | | | | Member of Section 13(d) Group |
| SMITH THOMAS W 323 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | Member of Section 13(d) Group |
| Prescott Capital Partners 323 RAILROAD AVENUE GREENWICH, CT 06830 | | | | Member of Section 13(d) Group |

Signatures

/s/ Daniel J. Englander and Thomas W. Smith, individually and as general partners of Prescott Capital Partners 06/16/2005

__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) These shares were repurchased by the issuer in a private sale, pursuant to an ongoing stock repurchase program authorized by the board of directors of the issuer.
- (2) These shares are owned directly by Prescott Capital Partners, a private investment limited partnership, and indirectly by Daniel J. Englander and Thomas W. Smith as general partners of Prescott Capital Partners. Messrs. Englander and Smith disclaim beneficial ownership of these shares in excess of their respective interests under 16a-1(a)(2)(ii)(B). The business address for Prescott Capital Partners is 323 Railroad Avenue, Greenwich, CT 06830.

Remarks:

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As of the date of this report, each of Daniel J. Englander and Prescott Capital Partners beneficially owns less than 10% of the o

Mr. Englander disclaims membership in any "group" as defined under Section 13(d)(3) of the Exchange Act for purposes of S

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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