

VERTRUE INC
Form 4
March 10, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
JOHNSON GARY A

(Last) (First) (Middle)

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)
03/08/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/08/2006 | | M | | 2,118 A \$ 13 | D | |
| Common Stock | 03/08/2006 | | S | | 318 D \$ 44.5 | D | |
| Common Stock | 03/08/2006 | | S | | 150 D \$ 44.56 | D | |
| Common Stock | 03/08/2006 | | S | | 1,595 D \$ 44.6 | D | |
| Common Stock | 03/08/2006 | | S | | 55 D \$ 44.64 | D | |

Edgar Filing: VERTRUE INC - Form 4

| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 03/09/2006 | M | 18,882 | A | \$ 13 | 658,782 | D |
| Common Stock | 03/09/2006 | S | 4,687 | D | \$ 44.25 | 654,095 | D |
| Common Stock | 03/09/2006 | S | 110 | D | \$ 44.26 | 653,985 | D |
| Common Stock | 03/09/2006 | S | 2,805 | D | \$ 44.3 | 651,180 | D |
| Common Stock | 03/09/2006 | S | 11,079 | D | \$ 44.4 | 640,101 | D |
| Common Stock | 03/09/2006 | S | 201 | D | \$ 44.45 | 639,900 | D |
| Common Stock | 03/09/2006 | S | 1,828 | D | \$ 44.5 | 638,072 | D |
| Common Stock | 03/09/2006 | S | 1 | D | \$ 44.46 | 638,071 | D |
| Common Stock | 03/09/2006 | S | 1,705 | D | \$ 44.46 | 636,366 | D |
| Common Stock | 03/09/2006 | S | 880 | D | \$ 44.62 | 635,486 | D |
| Common Stock | 03/09/2006 | S | 55 | D | \$ 44.64 | 635,431 | D |
| Common Stock | 03/09/2006 | S | 220 | D | \$ 44.65 | 635,211 | D |
| Common Stock | 03/09/2006 | S | 109 | D | \$ 44.66 | 635,102 | D |
| Common Stock | 03/09/2006 | S | 45 | D | \$ 44.67 | 635,057 | D |
| Common Stock | 03/10/2006 | S | 1,679 | D | \$ 43.8 | 633,378 | D |
| Common Stock | 03/10/2006 | S | 2,122 | D | \$ 43.85 | 631,256 | D |
| Common Stock | 03/10/2006 | S | 241 | D | \$ 43.87 | 631,015 | D |
| Common Stock | 03/10/2006 | S | 440 | D | \$ 43.89 | 630,575 | D |
| Common Stock | 03/10/2006 | S | 1,763 | D | \$ 43.9 | 628,812 | D |
| Common Stock | 03/10/2006 | S | 783 | D | \$ 43.92 | 628,029 | D |
| | 03/10/2006 | S | 55 | D | | 627,974 | D |

Edgar Filing: VERTRUE INC - Form 4

| | | | | | | | | | |
|--------------|------------|--|---|-------|-------|----|-----------------------|---|-----------------------|
| Common Stock | | | | | \$ | | | | |
| | | | | | 43.94 | | | | |
| Common Stock | 03/10/2006 | | S | 3,917 | D | \$ | 624,057 | D | |
| | | | | | 43.95 | | | | |
| Common Stock | | | | | | | 54,000 | I | By Trust for Children |
| Common Stock | | | | | | | 30,582 ⁽¹⁾ | I | 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 13 | 03/08/2006 | | M | 2,118 | ⁽²⁾ 01/15/2007 | Common Stock | 2,118 | |
| Employee Stock Option (right to buy) | \$ 13 | 03/09/2006 | | M | 18,882 | ⁽³⁾ 01/15/2007 | Common Stock | 18,882 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON GARY A | X | | President and CEO | |

VERTRUE INCORPORATED
680 WASHINGTON BLVD
STAMFORD, CT 06901

Signatures

Tami Pauley, Attorney-in-fact for Gary
Johnson

03/10/2005

__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 Vertrue 401(k) Pln. The information is based on a plan statement dated as of February 21, 2006.
- (2) The option vest in 5 equal installments on each January 15, 1998, 1999, 2000, 2001, and 2002.
- (3) The option vest in 5 equal installments each on January 15, 1998, 1999, 2000, 2001, and 2002.

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.