

BENKERT JEROME A JR  
Form 4  
January 02, 2013

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BENKERT JEROME A JR**

(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)

**12/31/2012**

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 \_\_\_\_ Other (specify  
below) below)

**EXEC VP, CFO**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------|------------|-----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount    | (A) or (D) | Price     |                                                                                               |                                                          |                                                       |
| Common Stock                    | 12/31/2012                           |                                                    | M                              |                                                                   | 6,108.449 | A          | <u>11</u> | 53,804.407                                                                                    | D                                                        |                                                       |
| Common Stock                    | 12/31/2012                           |                                                    | D                              |                                                                   | 6,108.449 | D          | \$ 29.4   | 47,695.958                                                                                    | D                                                        |                                                       |

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) |                 |              |                         |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------|---------------------------------------------------------------|-----------------|--------------|-------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)       | Date Exercisable                                              | Expiration Date | Title        | Amount Number of Shares |
| Phantom Stock                              | \$ 0                                                   | 12/31/2012                           |                                                    | M                              |                                                                                         |                                                          | 733       | <u>(2)</u>                                                    | <u>(2)</u>      | Common Stock | 7,330                   |
| Phantom Stock                              | \$ 0                                                   | 12/31/2012                           |                                                    | M                              |                                                                                         |                                                          | 5,375.449 | <u>(3)</u>                                                    | <u>(3)</u>      | Common Stock | 5,375.449               |
| Phantom Stock                              | \$ 0                                                   | 01/01/2013                           |                                                    | A                              |                                                                                         | 21,900                                                   |           | <u>(4)</u>                                                    | <u>(4)</u>      | Common Stock | 21,900                  |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships                    |
|------------------------------------------------------------------------------------|----------------------------------|
|                                                                                    | Director 10% Owner Officer Other |
| BENKERT JEROME A JR<br>ONE VECTREN SQUARE<br>P. O. BOX 209<br>EVANSVILLE, IN 47708 | EXEC VP, CFO                     |

## Signatures

/s/Ronald E.  
Christian 01/02/2013

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 stock unit awards vesting in 2012 were settled for cash. Each stock unit award was the economic equivalent of one share of Vectren Corporation common stock.

The stock unit awards were acquired pursuant to the Vectren Corporation At Risk Compensation Plan (Plan) and are subject to forfeiture as provided by the Plan and the Plan Agreement. The lifting of restrictions and the application of the forfeiture provisions were dependent upon contingent service by the executive. Restrictions applicable to the award will be lifted 1/3rd as of December 31, 2010, 1/3rd as of December 31, 2011 and 1/3rd as of December 31, 2012. The Vectren Corporation Board of Directors Compensation and Benefits Committee approved the acquisition in accordance with Rule 16b-3(d).

(3) The stock unit awards were acquired pursuant to the Vectren Corporation At Risk Compensation Plan (Plan) and are subject to forfeiture as provided by the Plan and the Plan agreement. The lifting of restrictions and the application of the forfeiture provisions were dependent upon performance during a measuring period from January 1, 2009 through December 31, 2011 and, subject to certain enumerated circumstances, continued employment until December 31, 2012. Upon lifting of restrictions, the grantee shall be paid, for each stock unit award, in cash, the fair market value of one share of common stock on the date restrictions lapse, provide grantee is in compliance with share ownership guidelines established by the board of directors (Board). If grantee is not in compliance with share ownership guidelines,

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the value of each stock unit award shall be paid in unrestricted Vectren Corporation common stock. Dividends paid during the restriction period shall accrue as additional stock unit awards and are subject to forfeiture. The Board Compensation and Benefits committee approved the acquisition in accordance with Rule 16b-3(d).

The stock unit awards were acquired pursuant to the Vectren Corporation At Risk Compensation Plan (Plan) and are subject to forfeiture as provided by the Plan and the Plan agreement. The lifting of restrictions and the application of the forfeiture provisions were dependent upon performance during a measuring period from January 1, 2013 through December 31, 2015 and, subject to certain enumerated circumstances, continued employment until December 31, 2016. Upon lifting of restrictions, the grantee shall be paid, for each stock unit

- (4) award, in cash, the fair market value of one share of common stock on the date restrictions lapse, provide grantee is in compliance with share ownership guidelines established by the board of directors (Board). If grantee is not in compliance with share ownership guidelines, the value of each stock unit award shall be paid in unrestricted Vectren Corporation common stock. Dividends paid during the restriction period shall accrue as additional stock unit awards and are subject to forfeiture. The Board Compensation and Benefits committee approved the acquisition in accordance with Rule 16b-3(d).

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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