

DOTY WILLIAM S
Form 4
January 04, 2005

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 *
DOTY WILLIAM S

(Last) (First) (Middle)
20 N. W. FOURTH STREET
(Street)

EVANSVILLE, IN 47741

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VECTREN CORP [VVC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2004

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)
Executive Vice President

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 (D) Price | | | |
| Common Stock | 12/31/2004 | | J ⁽¹⁾ | 2,364 D \$ 0 | 17,454.239 | D | |
| Common Stock | 12/31/2004 | | A ⁽²⁾ | 440 A \$ 0 | 17,894.239 | D | |
| Common Stock | 01/01/2005 | | A ⁽³⁾ | 8,000 A \$ 0 | 25,894.239 | D | |

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

SEC 1474 (9-02)

number.

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 Shares |
| Stock Options (Right to buy) | \$ 26.63 | 01/01/2005 | | A ⁽⁴⁾ | 16,000 | 01/01/2005 | 01/01/2015 | Common Stock | 16,000 |
| Phantom Stock | \$ 0 | 12/31/2004 | | J ⁽⁵⁾ | 2,364 | <u>(6)</u> | <u>(6)</u> | Common Stock | 2,364 |
| Phantom Stock | \$ 0 | 12/31/2004 | | J ⁽⁷⁾ | 146,929 | <u>(6)</u> | <u>(6)</u> | Common Stock | 146,929 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| DOTY WILLIAM S 20 N. W. FOURTH STREET EVANSVILLE, IN 47741 | Executive Vice President |

Signatures

Ronald E.
Christian 01/04/2005

**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) The reporting person elected to defer the value of restricted stock vesting in 2004 to the Vectren Corporation Non-Qualified Deferred Compensation Plan, resulting in the disposition of shares of restricted stock previously reported as beneficially owned.

(2) This acquisition represents the performance grant relating to the third performance cycle of the October 2000 grant under the Vectren Corporation Restricted Stock Plan. The grant is exempt under Section 16b-3 and was previously approved by the Compensation and Benefits Committee of the Board of Directors. This grant is subject to forfeiture as provided under the Plan.

(3) The common stock was acquired pursuant to the Vectren Corporation At-Risk Compensation Plan and is subject to forfeiture as provided by the plan and the plan agreement. The lifting of restrictions and the forfeitability provisions is dependent upon performance during a measuring period from January 1, 2005 through December 31, 2007 and continued employment until December 31, 2008. The

Edgar Filing: DOTY WILLIAM S - Form 4

Compensation and Benefits Committee of the Board of Directors approved the acquisition in accordance with Rule 16b-3(d).

Stock options granted under the Vectren Corporation (Vectren) At Risk Compensation Plan in a transaction approved by the

- (4) Compensation and Benefits Committee of the Board of Directors and exempt under Rule 16(b)-3. The options vest in three installments on January 1, 2006, January 1, 2007 and January 1, 2008.
- (5) The reporting person elected to defer the value of restricted stock vesting in 2004 in the Vectren Corporation Non-Qualified Deferred Compensation Plan resulting in the acquisition of phantom stock.

Phantom stock units held under the non-qualified deferred compensation plan will effectively be exercised at the time the amounts represented by these units are paid out under the Plan. Generally, unless provided otherwise by the participant, the payout begins with the

- (6) end of the officer's employment with the Company or one of its participating subsidiaries. Pursuant to the non-qualified deferred compensation plan, payouts can occur for up to 15 years. Amounts held in the phantom stock accounts would be amortized over that period unless directed otherwise by the participant.
- (7) Phantom shares acquired through Vectren Corporation ("Vectren") Non-Qualified Deferred Compensation Plan.

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.