

VECTREN CORP  
Form 4  
June 01, 2016

**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 \*  
Schach Eric J

(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)  
06/01/2016

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 \_\_\_\_\_ Other (specify below) below)  
EVP & COO

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|

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| (Instr. 3)       | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)       | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Instr.) |     |                     |                    |                 |  |    |
|------------------|------------------------------------|------------------|------------------|---|----------|-----|---------------------|--------------------|-----------------|--|----|
|                  |                                    |                  | Code             | V   | (A)      | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |    |
| Phantom<br>Stock | \$ 0                               | 06/01/2016       | A <sup>(1)</sup> |   | 1,000    |     | <u>(2)(3)</u>       | <u>(2)(3)</u>      | Common<br>Stock | 1,000                                  | \$ |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |              |       |
|---|---------------|-----------|--------------|-------|
|   | Director      | 10% Owner | Officer      | Other |
| Schach Eric J<br>ONE VECTREN SQUARE<br>P.O. BOX 209<br>EVANSVILLE, IN 47708 |               |           | EVP &<br>COO |       |

## Signatures

/s/Ronald E.  
Christian

06/01/2016

\_\_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) As previously disclosed, effective June 1, 2016, Mr. Schach assumed the role of Executive Vice President & Chief Operating Officer, and, as a result, as of that date the components of his total compensation were adjusted by the Vectren Corporation Compensation and Benefits Committee and Board of Directors to reflect the responsibilities of his new position. As part of that adjustment, Mr. Schach was awarded a supplemental grant of 1,000 Stock Unit Awards (in addition to an original 2016 grant received on January 1, 2016).

(2) 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 Grant Agreement. The lifting of restrictions and the application of the forfeiture provisions are dependent upon performance under pre-established metrics during a measuring period from January 1, 2016 through December 31, 2018 and subject to continued employment until the Committee lifts the restrictions, or upon enumerated circumstances, as more fully described in the Plan and the Plan Grant Agreement. Upon lifting of restrictions, the grantee shall be paid, for each stock unit award, in cash, the value of one share of Common Stock determined by calculating the average of the closing price of the Common Stock on the New York Stock Exchange for the three consecutive trading days immediately preceding ten days before the Committee certifies results with respect to this grant.

(3) As provided for in the Plan and the Plan Grant Agreement, the Committee will certify performance of the grant after fiscal year 2018 and is expected to do so no later than March 31, 2019. If the lifting of restrictions occurs prior to the date the Committee certifies, the Fair Market Value of one share of Common Stock on the date the restrictions lapse will be used to value the stock unit award. At the time restrictions lift, if the grantee is not then in compliance with the share ownership guidelines established by the Board, the value of each stock unit award shall be paid to the grantee in one unrestricted share of the company's 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 previously 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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