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VECTDEN CODD

Form 4										
February 21								OMB A	PPROVAL	
FORM	UNITED	STATES SE	CURITIES Washington			NGE	COMMISSION	N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES SECURITIES TATEMENT 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 A	. Issuer Name a mbol ECTREN CO			ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) ONE VEC BOX 209						or 10% Owner er (give title Other (specify below) President & CEO				
				ed(Month/Day/Year) Applicable Line) _X_ Form filed by C					vint/Group Filing(Check Dne Reporting Person	
EVANSVI	LLE, IN 47708						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Table I - Non	-Derivative	Secu	rities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Data any (Month/Day/Y	Code fear) (Instr. 8)	 4. SecuritionAcquired Disposed (Instr. 3, 7 Amount 	(A) or of (D) 4 and 3 (A) or)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each class o	of securities ben	eficially ow	ned di	rectly o	or indirectly.			

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	(A) or Disposed of(D)(Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number or Shares
Phantom Stock	\$ 0	02/19/2014		J <u>(1)</u>		15,118.727		(2)	(2)	Common Stock	15,118.1

Reporting Owners

Reporting Owner Name / Addr	ess	Relationships							
	Director	10% Owner	Officer	Other					
CHAPMAN CARL L ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708			President & CEO						
Signatures									
/s/Ronald E. Christian	02/21/2014								
**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).
- This represents the effect of the accumulation of dividends and the performance adjustment relating to the January 1, 2011 grant under the
 (1) Vectren Corporation At Risk Compensation Plan. This grant is exempt under Section 16b-3 and was previously approved by the Board of Directors. This grant is subject to forfeiture as provided under the plan.

The stock unit award was acquired pursuant to the Vectren Corporation At-Risk Compensation Plan and is subject to forfeiture as

(2) 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, 2011 through December 31, 2013 and, subject to certain enumerated circumstances, continued employment until December 31, 2014. The board of directors 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. 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.