**VECTREN CORP** 

Form 4 June 02, 2014

# 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

2. Issuer Name and Ticker or Trading

VECTREN CORP [VVC]

3. Date of Earliest Transaction

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hardwick M Susan

(First) (Middle) (Last)

P.O. BOX 209

**EVANSVILLE, IN 47708** 

(Month/Day/Year) 06/01/2014

Symbol

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

SVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

7. Nature of

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

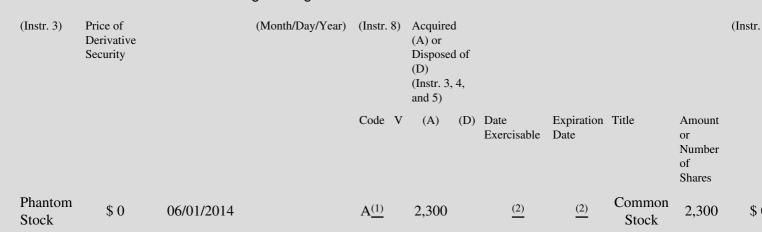
any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** Deriva (Instr. 3 and 4) Securi

#### Edgar Filing: VECTREN CORP - Form 4



### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hardwick M Susan P.O. BOX 209 EVANSVILLE, IN 47708

SVP & Chief Financial Officer

## **Signatures**

16b-3(d).

/s/Ronald E. 06/02/2014 Christian

\*\*Signature of Date
Reporting Person

### **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).

As previously publicly disclosed, effective June 1, 2014, Ms. Hardwick assumed the role of Chief Financial Officer and, as a result, her compensation was adjusted by the Compensation and Benefits committee of the Vectren Corporation Board of Directors to be effective as (1) of that date. As part of that adjustment, Ms. Hardwick was awarded a supplemental grant of 2,300 Stock Unit Awards (in addition to an original 2014 grant received on January 17, 2014) to ensure her total compensation opportunity comports with her new, increased job responsibilities.

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, 2014 through December 31, 2016 and, subject to certain enumerated circumstances, continued employment until December 31, 2017. 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 December 25, 2017, or if the lifting of restrictions occurs prior to December 25, 2017, the fair market value of one share of common stock on the date the restrictions lapse; provided, however, if the restrictions are being lifted as of December 31, 2017, and the grantee is not then in compliance with the share ownership guidelines established by the Board, at that time 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 approved the acquisition in accordance with Rule

The stock unit awards were acquired pursuant to the Vectren Corporation At Risk Compensation Plan (Plan) and are subject to forfeiture

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.

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