

MAYS WILLIAM G  
Form 4  
March 01, 2011

**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 \*  
MAYS WILLIAM G

(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)  
02/28/2011

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/28/2011		M		2,805 A \$ 22.54	4,200.33	D
Common Stock	02/28/2011		M		1,384 A \$ 24.9	5,584.33	D
Common Stock	02/28/2011		M		2,400 A \$ 22.37	7,984.33	D
Common Stock	02/28/2011		M		3,900 A \$ 22.57	11,884.33	D
Common Stock	02/28/2011		S		600 D \$ 26.32	11,284.33	D

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Common Stock	02/28/2011	S	100	D	\$ 26.31	11,184.33	D
Common Stock	02/28/2011	S	1,900	D	\$ 26.3	9,284.33	D
Common Stock	02/28/2011	S	2,888	D	\$ 26.29	6,396.33	D
Common Stock	02/28/2011	S	800	D	\$ 26.28	5,596.33	D
Common Stock	02/28/2011	S	1,700	D	\$ 26.27	3,896.33	D
Common Stock	02/28/2011	S	700	D	\$ 26.26	3,196.33	D
Common Stock	02/28/2011	S	1,801	D	\$ 26.25	1,395.33	D

Reminder: Report on a separate line for each class of securities beneficially owned directly 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 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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 22.54	02/28/2011		M	2,805	05/01/2002 05/01/2011	Common Stock	2,805
Stock Options (Right to Buy)	\$ 24.9	02/28/2011		M	1,384	05/01/2003 05/01/2012	Common Stock	1,384
Stock Options	\$ 22.37	02/28/2011		M	2,400	05/01/2003 05/01/2012	Common Stock	2,400

(Right to Buy)

Stock

Options (Right to Buy)	\$ 22.57	02/28/2011		M	3,900	05/01/2004	05/01/2013	Common Stock	3,900
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYS WILLIAM G ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708	X			

## Signatures

/s/Ronald E.  
Christian

03/01/2011

\_\_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).

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.