

KOCH ROBERT L II
 Form 4
 March 03, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
KOCH ROBERT L II

(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)
03/01/2011

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 (D) Price			
Common Stock	03/02/2011		M	2,805 A \$ 22.54	5,292	I	Trust
Common Stock	03/02/2011		M	1,384 A \$ 24.9	6,676	I	Trust
Common Stock	03/02/2011		M	2,400 A \$ 22.37	9,076	I	Trust
Common Stock	03/02/2011		M	3,900 A \$ 22.57	12,976	I	Trust

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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Phantom Stock	\$ 0	03/01/2011		J ⁽¹⁾		600.6613		<u>(2)</u>	<u>(2)</u>	Common Stock
Stock Options (Right to Buy)	\$ 22.54	03/02/2011		M		2,805		05/01/2002	05/01/2011	Common Stock
Stock Options (Right to Buy)	\$ 24.9	03/02/2011		M		1,384		05/01/2003	05/01/2012	Common Stock
Stock Options (Right to Buy)	\$ 22.37	03/02/2011		M		2,400		05/01/2003	05/01/2012	Common Stock
Stock Options (Right to Buy)	\$ 22.57	03/02/2011		M		3,900		05/01/2004	05/01/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOCH ROBERT L II ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708	X			

Signatures

/s/Ronald E.
Christian, POA

03/03/2011

__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).
- (1) Exempt acquisition of phantom shares acquired through Vectren Corporation ("Vectren") Non-Qualified Deferred Compensation Plan ("Plan"). These transactions are exempt under Rule 16b-3.

Phantom stock units held under the non-qualified deferred compensation plan will effectively be exercised at the time the amounts represented by those units are paid out under the Plan. Generally, unless provided otherwise by the participant, the payout begins with the
- (2) end of the board member's service as a member of the board. 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.

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.