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VECTDEN CODD

Form 4									
February 18	ЛЛ							PPROVAL	
	UNITED		URITIES . Vashingtor			E COMMISSIO	N OMB Number:	3235-0287	
Check t if no lor subject Section Form 4	to STATEN 16.	MENT OF CH	ANGES IN SECU	Expires: F Estimated burden hou response	urs per				
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17(Utility Ho	lding Co	mpany Act	nge Act of 1934 t of 1935 or Sect 1940	,		
(Print or Type	Responses)								
1. Name and DOTY WI	Address of Reporting LLIAM S	Symb	suer Name an ol TREN CO		-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (e of Earliest 7	L	(Ch	neck all applicable)			
20 N. W. F	OURTH STREE		th/Day/Year) 8/2005			Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
	(Month/Day/Year) Applicable Line) _X_ Form filed b			y One Reporting P	Joint/Group Filing(Check One Reporting Person				
EVANSVI	LLE, IN 47741					Form filed by Person	y More than One R	eporting	
(City)	(State)	(Zip)	able I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each class of s	securities bene	eficially ow	ned directly	or indirectly.			
						spond to the colle tained in this form		SEC 1474 (9-02)	

Persons who respond to the collection of information contained in this form are not 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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	3) Price of Derivative Security		(Month/Day/Year)			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Ir
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0	02/18/2005		J <u>(1)</u>	V	55.597		(2)	(2)	Common Stock	55.597

Reporting Owners

Reporting Owner Name / Address			Relationships		
I B B B B B B B B B B B B B B B B B B B	Director	10% Owner	Officer	Other	
DOTY WILLIAM S 20 N. W. FOURTH STREET EVANSVILLE, IN 47741			Executive Vice President		

Signatures

Ronald E.02/18/2005ChristianDate

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).
- (1) Phantom shares acquired through Vectren Corporation ("Vectren") Non-Qualified Deferred Compensation Plan.

Phantom stock units held under the non-qualified deferred compensation plan will effectively be exercised at the time the amounts represented by these units are paid out under the Plan. Generally, unless provided otherwise by the participant, the payout begins with the

(2) end of the officer's employment with the Company or one of its participating subsidiaries. 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.