Edgar Filing: ELLERBROOK NIEL C - Form 4

ELLERBR Form 4 March 01, 2	OOK NIEL C										
FORM	ЛЛ							-	PPROVAL		
-	UNITED	STATES		RITIES A shington			COMMISSION	N OMB Number:	3235-0287		
Check t if no lor subject Section	AENT OF	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: Estimated burden hou				
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 193 Section 17(a) of the Public Utility Holding Company Act of 1935 or Sec 30(h) of the Investment Company Act of 1940									. 0.5		
(Print or Type	Responses)										
ELLERBROOK NIEL C S			2. Issue Symbol	er Name an o	d Ticker of	r Trading	5. Relationship of Reporting Person(s) to Issuer				
			VECTI	REN COF	RP [VVC]	(Check all applicable)				
(Last) (First) (Middle) 20 N. W. FOURTH STREET			3. Date of Earliest Transaction(Month/Day/Year)03/01/2005			_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman and Chief Executive O					
			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
EVANSVI	LLE, IN 47741						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution l any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(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	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cla	uss of sec	urities bene	ficially 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	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A Disposed o (Instr. 3, 4, 5)	f (D)				(]
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0	03/01/2005		J <u>(1)</u>		633.832		(2)	(2)	Common Stock	633.832

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
ELLERBROOK NIEL C 20 N. W. FOURTH STREET EVANSVILLE, IN 47741	Х		Chairman and Chief Executive O						

Signatures

Ronald E.03/01/2005Christian03/01/2005**Signature of
Reporting PersonDate

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.