**DUNN JOHN M** Form 4 May 02, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **DUNN JOHN M** Issuer Symbol VECTREN CORP [VVC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction X\_ Director (Month/Day/Year) 10% Owner Officer (give title Other (specify ONE VECTREN SQUARE, P. O. 05/01/2007 below) BOX 209 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **EVANSVILLE, IN 47708** (City) (State) (Zip) 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. SecurionAcquired Disposed (Instr. 3,	d (A) o	<b>)</b> )	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	
Common Stock	05/01/2007		<u>J(1)</u>	1,357	D	\$0	3,024.556	D	
Common Stock							240	I	By Grandchildren
Common Stock							120	I	By Spouse

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

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#### number.

# 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. Transactio Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
					Code V	(A) (	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	Phantom Stock	\$ 0	05/01/2007		J(2)	91.3866		<u>(3)</u>	(3)	Common Stock	91.3866	
	Phantom Stock	\$ 0	05/01/2007		J <u>(4)</u>	1,357		(3)	(3)	Common Stock	1,357	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer Other				
DUNN JOHN M ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708	X						

# **Signatures**

Ronald E.
Christian

\*\*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).

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

- (3) 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.
- (4) Exempt acquisition of phantom shares acquired through Vectren Corporation (Vectren) Non-Qualified Deferred Compensation Plan (Plan). These transactions are exempt under Rule 16b-3.
- (2) Phantom shares acquired through Vectren Corporation (Vectren) Non-Qualified Deferred Compensation Plan.
- (1) The reporting person elected to defer the value of restricted stock vesting in 2007 to the Vectren Corporation Deferred Compensation Plan resulting in the forfeiture of 1,357 shares of restricted stock previously reported as beneficially owned by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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