

BENKERT JEROME A JR
Form 4
November 14, 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 *
BENKERT JEROME A JR

(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)
11/10/2011

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)
EXEC VP, CFO

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 Indirect Beneficial Ownership (Instr. 4)
				Code	V Amount (D) Price			
Common Stock	11/10/2011		M		20,700 A \$ 24.74	68,395.958	D	
Common Stock	11/10/2011		S		500 D \$ 28.9	67,895.958	D	
Common Stock	11/10/2011		S		300 D \$ 28.91	67,595.958	D	
Common Stock	11/10/2011		S		300 D \$ 28.9133	67,295.958	D	
Common Stock	11/10/2011		S		300 D \$ 28.94	66,995.958	D	

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Common Stock	11/10/2011	S	600	D	\$ 28.9417	66,395.958	D
Common Stock	11/10/2011	S	100	D	\$ 28.945	66,295.958	D
Common Stock	11/10/2011	S	600	D	\$ 28.9475	65,695.958	D
Common Stock	11/10/2011	S	3,728	D	\$ 28.9545	61,967.958	D
Common Stock	11/10/2011	S	2,171	D	\$ 28.959	59,796.958	D
Common Stock	11/10/2011	S	1,900	D	\$ 28.9695	57,896.958	D
Common Stock	11/10/2011	S	900	D	\$ 28.97	56,996.958	D
Common Stock	11/10/2011	S	800	D	\$ 28.9716	56,196.958	D
Common Stock	11/10/2011	S	100	D	\$ 28.975	56,096.958	D
Common Stock	11/10/2011	S	200	D	\$ 28.9775	55,896.958	D
Common Stock	11/10/2011	S	700	D	\$ 28.98	55,196.958	D
Common Stock	11/10/2011	S	100	D	\$ 28.985	55,096.958	D
Common Stock	11/10/2011	S	1,201	D	\$ 28.9854	53,895.958	D
Common Stock	11/10/2011	S	300	D	\$ 28.9883	53,595.958	D
Common Stock	11/10/2011	S	446	D	\$ 28.9889	53,149.958	D
Common Stock	11/10/2011	S	554	D	\$ 28.99	52,595.958	D
Common Stock	11/10/2011	S	300	D	\$ 28.9983	52,295.958	D
Common Stock	11/10/2011	S	1,100	D	\$ 29	51,195.958	D
Common Stock	11/10/2011	S	300	D	\$ 29.005	50,895.958	D
Common Stock	11/10/2011	S	1,000	D	\$ 29.01	49,895.958	D
	11/10/2011	S	1,186	D	\$ 29.02	48,709.958	D

Common Stock							
Common Stock	11/10/2011		S	214	D	\$ 29.0247	48,495.958 D
Common Stock	11/10/2011		S	400	D	\$ 29.03	48,095.958 D
Common Stock	11/10/2011		S	300	D	\$ 29.0483	47,795.958 D
Common Stock	11/10/2011		S	100	D	\$ 29.05	47,695.958 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 24.74	11/10/2011		M	20,700	<u>(1)</u> 01/01/2014	Common Stock	20,700	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENKERT JEROME A JR ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708			EXEC VP, CFO	

Signatures

/s/Ronald E.
Christian

11/14/2011

__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) Stock options granted under the Vectren Corporation At-Risk Compensation Plan in a transaction exempt under Rule 16b-3. The options vest in three installments on January 1, 2005, January 1, 2006 and January 1, 2007.

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.