

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-05-01**
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ISSUER

VECTREN CORP

CIK: **1096385** | IRS No.: **352086905** | State of Incorporation: **IN** | Fiscal Year End: **1231**
SIC: **4932** Gas & other services combined

Mailing Address
20 NW FOURTH ST
EVANSVILLE IN 47708

Business Address
20 NW FOURTH ST
EVANSVILLE IN 47708
8124914000

REPORTING OWNER

DUNN JOHN M

CIK: **1180878**
Type: **4** | Act: **34** | File No.: **001-15467** | Film No.: **05792353**

Mailing Address
C/O VECTREN CORP
20 NW FOURTH STREET
EVANSVILLE IN 47711

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person DUNN JOHN M			2. Issuer Name and Ticker or Trading Symbol VECTREN CORP [VVC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2005		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
20 N. W. FOURTH STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) EVANSVILLE, IN 47741						
(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. 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	(A) or (D)	Price			
Common Stock	05/01/2005		J ⁽¹⁾		1,500	D	\$ 0	3,018.678	D	
Common Stock	05/01/2005		A ⁽²⁾		1,350	A	\$ 0	4,368.678	D	
Common Stock								120	I	By Spouse
Common Stock								240	I	By Grandchildren

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock	\$ 0	05/01/2005		J ⁽³⁾		1,500		(4)	(4)	Common Stock	1,500	\$ 0	13,163.8766	D	
Phantom Stock	\$ 0	05/02/2005		J ⁽⁵⁾		135.0519		(4)	(4)	Common Stock	135.0519	\$ 0	13,298.9285	D	

Explanation of Responses:

- The reporting person elected to defer the value of restricted stock vesting in 2005 to the Vectren Corporation Deferred Compensation Plan resulting in the forfeiture of 1,500 shares of restricted stock previously reported as beneficially owned by the reporting person.

2. The common stock was acquired pursuant to the Vectren Corporation At-Risk Compensation Plan and is subject to forfeiture as provided by that plan and the grant agreement. The board of directors approved the acquisition in accordance with Rule 16b-3(d).
3. Exempt acquisition of phantom shares acquired through Vectren Corporation ("Vectren") Non-Qualified Deferred Compensation Plan ("Plan"). These transactions are exempt under Rule 16b-3.
4. 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 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.
5. Phantom shares acquired through Vectren Corporation ("Vectren") Non-Qualified Deferred Compensation Plan.

Signatures

[Ronald E. Christian](#)

** Signature of Reporting Person

[05/02/2005](#)

Date

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

* 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).

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

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