

ELLERBROOK NIEL C
Form 4/A
February 16, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
ELLERBROOK NIEL C

(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)
02/06/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
02/08/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/06/2012 | | M | V Amount 6,434.0748 (A) Price \$ 0 (1) | 19,842.7358 | D | |
| Common Stock | 02/06/2012 | | D | V Amount 6,434.0748 (D) Price \$ 0 (1) | 13,408.661 | D | |

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

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SEC 1474 (9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Phantom Stock | \$ 0 | 02/06/2012 | | M | 6,434.0748 | (3) | (3) | Common Stock | 6,434.07 |
| Phantom Stock | \$ 0 | 02/06/2012 | | J(2) | 49,487.222 | (3) | (3) | Common Stock | 49,487.22 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ELLERBROOK NIEL C ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708 | | X | | |

Signatures

/s/Ronald E. Christian 02/16/2012

**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) The stock unit award vesting in 2011 was settled for cash. Each share of phantom stock was the economic equivalent of one share of VVC common stock.

(2) This represents the net effect of the accumulation of dividends and the performance adjustment relating to the February 12, 2009 grant under the Vectren Corporation At Risk Compensation Plan. This grant is exempt under Section 16b-3 and was previously approved by the Board of Directors. This grant is subject to forfeiture as provided under the plan.

(3) The lifting of restrictions and forfeitability provisions were dependent upon performance during a measurement period from 1/1/09 through 12/31/11 and continued employment until 12/31/12. In the event of Retirement before the end of the Performance Period, the restrictions on the Stock Unit Awards shall be removed upon the expiration of the Performance Period and certification by the Compensation and Benefits Committee of the Company's performance. Mr. Ellerbrook retired as the CEO of the Company on May 31, 2010 and, due to retirement, received an estimated payout upon the vesting of the 2009 Stock Unit Award on December 31, 2011. The number of stock units Mr. Ellerbrook received is equal to the number of shares granted, as adjusted or forfeited based on the award's Performance Criteria. Upon the certification of the Performance results by the Committee in February 2012, Mr. Ellerbrook's payout will be reconciled to the extent that there is a variance between the amount paid at the end of 2011 and the final amount certified by the Committee. The Stock Unit Award was acquired pursuant to the Vectren Corporation At Risk Compensation Plan and is subject to forfeiture as provided by the Plan.

Remarks:

This amended filing represents a correction to the performance adjustment relating to the February 12, 2009 grant under the V

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