

Hardwick M Susan
Form 4
February 01, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hardwick M Susan

(Last) (First) (Middle)

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)

02/01/2019

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 ____ Other (specify
below) below)

EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	02/01/2019		M	32,004.325	A <u>(1)</u> <u>(2)</u>	32,004.325	D
Common Stock	02/01/2019		M	33,966.8279	A <u>(3)</u>	65,971.1529	D
Common Stock	02/01/2019		D	65,971.1529	D <u>(4)</u>	0	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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. 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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock	\$ 0	02/01/2019		D			12,364.832	(5)	(5)	Common Stock
Phantom Stock	\$ 0	02/01/2019		M		32,004.325		(1)(2)	(1)(2)	Common Stock
Phantom Stock	\$ 0	02/01/2019		A ⁽⁶⁾		33,966.8279		(3)	(3)	Common Stock
Phantom Stock	\$ 0	02/01/2019		M			33,966.8279	(3)	(3)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hardwick M Susan P.O. BOX 209 EVANSVILLE, IN 47708	EVP & Chief Financial Officer

Signatures

/s/Ronald E.
Christian 02/01/2019

__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) Pursuant to the Agreement and Plan of Merger by and among Vectren Corporation, CenterPoint Energy, Inc., and Pacer Merger Sub, Inc. dated April 21, 2018 (the 'Merger Agreement'), represents the following aggregate stock unit awards acquired pursuant to the Vectren Corporation At-Risk Compensation Plan: (1) the target number of stock units dependent upon performance during a measuring period from January 1, 2016 through December 31, 2018; (2) the target number of stock units dependent upon performance during a measuring period from January 1, 2017 through December 31, 2019; (3) the target number of stock units dependent upon performance during a measuring period from January 1, 2018 through December 31, 2020; and (4) the target number of stock units dependent upon performance during a measuring period from January 1, 2019 through December 31, 2021, which have been pro-rated through the Effective Time.

(2)

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Each stock unit was cancelled and converted into the right to receive \$72.00 in cash at the Effective Time pursuant to the terms of the Merger Agreement. The time when Pacer Merger Sub, Inc. effectively merged with and into Vectren Corporation is referred to as the 'Effective Time.'

- Represents the effect of the accumulation of dividends and the performance adjustment relating to (1) stock units dependent upon performance during a measuring period from January 1, 2016 through December 31, 2018; (2) stock units dependent upon performance during a measuring period from January 1, 2017 through December 31, 2019; and (3) stock units dependent upon performance during a measuring period from January 1, 2018 through December 31, 2020. This grant is exempt under Section 16b-3 and was previously approved by the Board of Directors. See explanation in footnote 6 to Table 2.
- (4) Represents the cancellation and conversion of the stock units noted in footnotes (1) and (3) into the right to receive \$72.00 in cash at the Effective Time pursuant to the terms of the Merger Agreement.
- Represents phantom stock units held in a book-entry under the non-qualified deferred compensation plan. Each phantom stock unit was
- (5) deemed to be cancelled and converted into the right to receive \$72.00 in cash at the Effective Time pursuant to the terms of the Merger Agreement.

- Pursuant to the terms of the Merger Agreement, upon the Effective Time, (1) stock units dependent upon performance during a measuring period from January 1, 2016 through December 31, 2018 are earned based on actual performance results as determined by the Compensation Committee of the Board of Directors of Vectren Corporation; (2) stock units dependent upon performance during a measuring period from January 1, 2017 through December 31, 2019 & stock units dependent upon performance during a measuring period from January 1, 2018 through December 31, 2020 are earned based on the greater of the target level of performance or the actual level of performance based on a shortened period ending on the Effective Time as determined by the Compensation Committee of the Board of Directors of Vectren Corporation; and (3) stock units dependent upon performance during a measuring period from January 1, 2019 through December 31, 2021, are earned at the target level and pro-rated through the Effective Time.
- (6)

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.