

VECTREN CORP

Form 4

January 03, 2017

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 *
 Schach Eric J

(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)

01/01/2017

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 & COO

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)
			Code	V	Amount	(D)	Price

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 9)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0	01/01/2017	A		17,900		<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	17,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schach Eric J ONE VECTREN SQUARE P.O. BOX 209 EVANSVILLE, IN 47708			EVP & COO	

Signatures

/s/Ronald E.
Christian 01/03/2017

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).

The stock unit award was granted pursuant to the Vectren Corporation At Risk Compensation Plan (Plan) and is subject to forfeiture as provided by the Plan and the Plan grant agreement. The lifting of restrictions and the application of the forfeiture provisions are dependent upon performance under pre-established metrics during a measuring period from January 1, 2017 through December 31, 2019.

- (1) and subject to continued employment until certification of performance, except in limited circumstances as described in the Plan and the Plan grant agreement. Upon lifting of restrictions, the grantee shall be paid for each stock unit, in cash, a value determined by calculating the average of the closing price of Vectren's common stock for the three consecutive trading days immediately preceding ten days before the certification of the performance results.

- (2) Certification of the performance results is expected to be no later than March 31, 2020. If the lifting of restrictions occurs prior to the performance certification date, the value of one share of Vectren's common stock on the date the restrictions lapse will be used to value each stock unit. At the time restrictions lift, if the grantee is not then in compliance with the company's share ownership guidelines, the value of each stock unit shall be paid to the grantee in one unrestricted share of Vectren's common stock. Dividends paid during the restriction period shall accrue as additional stock units and are subject to forfeiture. This acquisition was approved in accordance with Rule 16b-3.

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.