Edgar Filing: MAYS WILLIAM G - Form 4

MAYS WII Form 4	LLIAM G										
December (03, 2010										
FORM	ЛД								PPROVAL		
	UNITED	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					N OMB Number:	3235-0287			
Check t if no lor subject Section Form 4 Form 5	nger to 16. or Filed pur	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,									
obligati may con <i>See</i> Inst 1(b).	ntinue. Section 17(•	•	npany Act 1y Act of 1	of 1935 or Secti 940	ion			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> MAYS WILLIAM G			2. Issuer Name and Ticker or Trading Symbol VECTREN CORP [VVC]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (-]	(Check all applicable)				
(Last) (First) (Middle) ONE VECTREN SQUARE, P. O. BOX 209			3. Date of Earliest Transaction (Month/Day/Year) 12/01/2010			X_ Director 10% Owner Officer (give title Other (specify below) below)					
			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
EVANSVI	LLE, IN 47708						Person		1 0		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)		
D		C 1 1	6								
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	Perso inforn requir	ns who res nation cont red to respo	or indirectly. spond to the colle ained in this forr ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

Edgar Filing: MAYS WILLIAM G - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year) (Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0	12/01/2010		J <u>(1)</u>	126.0769		(2)	(2)	Common Stock	126.0769

Reporting Owners

Reporting Owner Name / Addre	55	Relationships							
Reporting o where rune, rune,	Director	10% Owner	Officer	Other					
MAYS WILLIAM G ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708	Х								
Signatures									
/s/Ronald E. Christian	12/03/2010								

<u>**</u>Signature of Reporting Person Date

Reporting Person

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) Exempt acquisition of phantom shares acquired through Vectren Corporation (Vectren) Non-Qualified Deferred Compensation Plan (Plan). These transactions are exempt under Rule 16b-3.

Phantom stock units held under the non-qualified deferred compensation plan will effectively be exercised at the time amounts represented by those units are paid out under the Plan. Generally, unless provided otherwise by the participant, the payout begins with the

(2) 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.

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.