

BENKERT JEROME A JR
Form 4
March 11, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENKERT JEROME A JR

2. Issuer Name and Ticker or Trading Symbol
VECTREN CORP [VVC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE VECTREN SQUARE, P. O.
BOX 209

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EXEC VP, CFO

(Street)
EVANSVILLE, IN 47708

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/09/2011		M		3,727 A \$ 23.19	D	
Common Stock	03/09/2011		S		1,450 D \$ 27.1507	D	
Common Stock	03/09/2011		S		300 D \$ 27.1517	D	
Common Stock	03/09/2011		S		250 D \$ 27.152	D	
Common Stock	03/09/2011		S		200 D \$ 27.1545	D	

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Common Stock	03/09/2011	S	500	D	\$ 27.155	48,722.958	D
Common Stock	03/09/2011	S	127	D	\$ 27.1571	48,595.958	D
Common Stock	03/09/2011	S	900	D	\$ 27.16	47,695.958	D

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

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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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 23.19	03/09/2011		M	3,727	<u>(1)</u> 01/01/2013	Common Stock	3,727

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENKERT JEROME A JR ONE VECTREN SQUARE P. O. BOX 209 EVANSVILLE, IN 47708			EXEC VP, CFO	

Signatures

/s/Ronald E. Christian 03/11/2011

**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) Stock options granted under the Vectren Corporation (Vectren) At Risk Compensation Plan in a transaction exempt under Rule 16(b)-3. The options vest in three equal installments on January 1, 2004, January 1, 2005 and January 1, 2006.

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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