

VERTRUE INC

Form 4

September 09, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUFFY JAMES B

(Last) (First) (Middle)

**C/O VERTRUE
INCORPORATED, 680
WASHINGTON BLVD.**

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VERTRUE INC [VTRU]

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/1998

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 below) ____ Other (specify below)
EVP & Chief Financial Officer

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)
			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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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15	08/28/1998	A		30,000		<u>(1)</u>	08/27/2008	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 17.75	10/09/1998	A		29,050		<u>(2)</u>	10/08/2008	Common Stock	29,050
Employee Stock Option (right to buy)	\$ 29	07/01/1999	A		39,440		<u>(3)</u>	06/30/2009	Common Stock	39,440
Employee Stock Option (right to buy)	\$ 29.563	07/05/2000	A		47,590		<u>(4)</u>	07/04/2010	Common Stock	47,590
Employee Stock Option (right to buy)	\$ 20.35	07/06/2001	A		49,427		<u>(5)</u>	07/05/2011	Common Stock	49,427
Employee Stock Option (right to buy)	\$ 13.05	07/23/2002	A		60,000		<u>(6)</u>	07/22/2012	Common Stock	60,000
Employee Stock Option (right to buy)	\$ 29.62	07/01/2004	A		20,000		<u>(7)</u>	06/30/2014	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUFFY JAMES B C/O VERTRUE INCORPORATED 680 WASHINGTON BLVD. STAMFORD, CT 06901			EVP & Chief Financial Officer	

Signatures

/s/ James B.
Duffy

09/09/2005

**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 option vested in four equal installments on each of August 28, 1999, 2000, 2001 and 2002.
- (2) The option vested in four equal installments on each of October 9, 1999, 2000, 2001 and 2002.
- (3) The option vested in four equal installments on each of July 1, 2000, 2001, 2002 and 2003.
- (4) The option vested in four equal installments on each of July 5, 2001, 2002, 2003 and 2004.
- (5) The option vested in four equal installments on each of July 6, 2002, 2003, 2004 and 2005.
- (6) The option vests in four equal installments on each of July 23, 2003, 2004, 2005 and 2006.
- (7) The option vests in four equal installments on each of July 1, 2005, 2006, 2007 and 2008.

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.