

Burks Derrick
Form 4
February 01, 2019

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 *
Burks Derrick

(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)
02/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/01/2019 | | D | | 1,000 | D | <u>(1)</u> 0 |
| Common Stock | 02/01/2019 | | M | | 126.174 | A | <u>(2)</u> 126.174 |
| Common Stock | 02/01/2019 | | D | | 126.174 | D | <u>(3)</u> 0 |

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

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock | \$ 0 | 02/01/2019 | | D | 1,582 | (4) (4) | Common Stock | 1,582 |
| Phantom Stock | \$ 0 | 02/01/2019 | | M | 126.174 | (2) (2) | Common Stock | 126.174 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Burks Derrick ONE VECTREN SQUARE P.O. BOX 209 EVANSVILLE, IN 47708 | | | | |

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'), each share of Vectren Corporation common stock was converted into the right to receive \$72.00 in cash, without interest, at the Effective Time. The time when Pacer Merger Sub, Inc. effectively merged with and into Vectren Corporation is referred to as the 'Effective Time.'

(2) Represents stock units granted effective January 1, 2019 subject to one-year time vesting, which have been pro-rated through the Effective Time. 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.

(3) Represents the cancellation and conversion of the stock units noted in footnote (2) into the right to receive \$72.00 in cash at the Effective Time pursuant to the terms of the Merger Agreement.

(4) Represents phantom stock units held in a book-entry under the non-qualified deferred compensation plan. Each phantom stock unit was 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.

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Agreement.

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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