

Bohls John M  
Form 4  
January 03, 2012

**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 \*  
Bohls John M

(Last) (First) (Middle)

VECTREN CORPORATION, ONE  
VECTREN SQ.

(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)  
12/31/2011

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)

Pres., Vectren Energy Mktg.

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/31/2011		M	5,916 D	6,828	D	
Common Stock	12/31/2011		D	5,916 D \$ 30.23	912	D	
Common Stock					241.1671	I	401K

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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date		Title
Phantom Stock	\$ 0	12/31/2011		M	V	(A)	(D)	(2)	(2)	Common Stock	5,383
Phantom Stock	\$ 0	12/31/2011		M				(3)	(3)	Common Stock	533
Phantom Stock	\$ 0	01/01/2012		A				(4)	(4)	Common Stock	11,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bohls John M VECTREN CORPORATION ONE VECTREN SQ. EVANSVILLE, IN 47708			Pres., Vectren Energy Mktg.	

## Signatures

/s/Ronald E. Christian                      01/03/2012

\_\_\_\_\_  
\*\*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 stock units vesting in 2011 were settled for cash. Each share of phantom stock was the economic equivalent of one share of VVC common stock.

The Stock Unit Award was acquired pursuant to the Vectren Corporation At-Risk Compensation Plan and is subject to forfeiture as provided by the plan. The lifting of restrictions and forfeitability provisions are dependent upon performance during a measurement period from 1/1/08 through 12/31/10 and continued employment until 12/31/11. Upon lifting of restrictions, Grantee shall be paid, for each Stock Unit Award, in cash, the Fair Market Value of one share of common stock on the date restrictions lapse, provide Grantee is in compliance with share ownership guidelines established by the board of directors. If Grantee is not in compliance with share ownership guidelines, the value of each Stock Unit Award shall be paid in unrestricted Vectren common stock. The board of directors approved the acquisition in accordance with Rule 16b-3(d).

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(3) The stock unit award was acquired pursuant to the Vectren Corporation At-Risk Compensation Plan and is subject to forfeiture as provided by the Plan and the Plan Agreement. The lifting of restrictions and the forfeitability provisions is dependent upon contingent service by the executive. Restrictions applicable to the award will be lifted 1/3rd as of Decmeber 31, 2010, 1/3rd as of December 31, 2011 and 1/3rd as of December 31, 2012. The board of directors approved the acquisition in accordance with Rule 16b-3(d).

(4) The stock unit award was acquired pursuant to the Vectren Corporation At Risk Compensation Plan and is subject to forfeiture as provided by the Plan and the Plan Agreement. The lifting of restrictions and the forfeitability provisions is dependent upon performance during a measuring period from January 1, 2012 through December 31, 2014 and, subject to certain enumerated circumstances, continued employment until December 31, 2015. The board of directors approved the acquisition in accordance with Rule 16b-3(d).

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.