

VERTRU INC  
Form 4  
March 15, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
JOHNSON GARY A

(Last) (First) (Middle)  
VERTRU INCORPORATED, 20  
GLOVER AVENUE  
(Street)

NORWALK, CT 06850

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/13/2006

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)  
President and CEO

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)  | Price   |  |                                   |
| Common Stock                    | 03/13/2006                           |  | S                              | 7   | D \$ 43.75  | 624,050  | D                                 |
| Common Stock                    | 03/13/2006                           |  | S                              | 945   | D \$ 43.78  | 623,105  | D                                 |
| Common Stock                    | 03/13/2006                           |  | S                              | 226   | D \$ 43.82  | 622,879  | D                                 |
| Common Stock                    | 03/13/2006                           |  | S                              | 9,188   | D \$ 43.9   | 613,691  | D                                 |
| Common Stock                    | 03/13/2006                           |  | S                              | 3,251   | D \$ 43.95  | 610,440  | D                                 |

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|              |            |   |       |   |          |                       |   |                       |
|--------------|------------|---|-------|---|----------|-----------------------|---|-----------------------|
| Common Stock | 03/13/2006 | S | 110   | D | \$ 43.96 | 610,330               | D |                       |
| Common Stock | 03/13/2006 | S | 2,695 | D | \$ 43.97 | 607,635               | D |                       |
| Common Stock | 03/13/2006 | S | 1,029 | D | \$ 44    | 606,606               | D |                       |
| Common Stock | 03/14/2006 | S | 9,528 | D | \$ 43.5  | 597,078               | D |                       |
| Common Stock | 03/14/2006 | S | 52    | D | \$ 43.52 | 597,026               | D |                       |
| Common Stock | 03/14/2006 | S | 105   | D | \$ 43.53 | 596,921               | D |                       |
| Common Stock | 03/14/2006 | S | 157   | D | \$ 43.54 | 596,764               | D |                       |
| Common Stock | 03/14/2006 | S | 105   | D | \$ 43.55 | 596,659               | D |                       |
| Common Stock | 03/14/2006 | S | 653   | D | \$ 43.6  | 596,006               | D |                       |
| Common Stock | 03/14/2006 | S | 106   | D | \$ 43.66 | 595,900               | D |                       |
| Common Stock |            |   |       |   |          | 54,000                | I | By Trust for Children |
| Common Stock |            |   |       |   |          | 30,582 <sup>(1)</sup> | I | 401k Plan             |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Code | V | (A) | (D) | Date        | Expiration | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|-------------|------------|-------|--|
|      |   |     |     | Exercisable | Date       |       |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| JOHNSON GARY A<br>VERTRUE INCORPORATED<br>20 GLOVER AVENUE<br>NORWALK, CT 06850 | X             |           | President and CEO |       |

## Signatures

|   |            |
|---|------------|
| Tami Pauley, Attorney-in-fact for Gary<br>Johnson | 03/15/2006 |
| __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) Mr. Johnson also owns 30,582 shares of VTRU common stock indirectly through the Vertue 401(k)Plan. The information is based on a plan statement dated as of February 21, 2006.

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.