

Hardwick M Susan
Form 4
February 01, 2019

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 *
Hardwick M Susan

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2019

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
EVP & Chief Financial Officer

P.O. BOX 209

(Street)

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

EVANSVILLE, IN 47708

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/01/2019		M		32,004.325	A	<u>(1)</u> <u>(2)</u>
Common Stock	02/01/2019		M		33,966.8279	A	<u>(3)</u>
Common Stock	02/01/2019		D		65,971.1529	D	<u>(4)</u> 0

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 Underlying (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Phantom Stock	\$ 0	02/01/2019		D		12,364.832	(5)	(5)	Common Stock
Phantom Stock	\$ 0	02/01/2019		M		32,004.325	(1)(2)	(1)(2)	Common Stock
Phantom Stock	\$ 0	02/01/2019		A ⁽⁶⁾		33,966.8279	(3)	(3)	Common Stock
Phantom Stock	\$ 0	02/01/2019		M		33,966.8279	(3)	(3)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hardwick M Susan P.O. BOX 209 EVANSVILLE, IN 47708			EVP & Chief Financial Officer	

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).

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'), represents the following aggregate stock unit awards acquired pursuant to the Vectren Corporation At-Risk Compensation Plan: (1) the target number of stock units dependent upon performance during a measuring period from January 1, 2016 through December 31, 2018; (2) the target number of stock units dependent upon performance during a measuring period from January 1, 2017 through December 31, 2019; (3) the target number of stock units dependent upon performance during a measuring period from January 1, 2018 through December 31, 2020; and (4) the target number of stock units dependent upon performance during a measuring period from January 1, 2019 through December 31, 2021, which have been pro-rated through the Effective Time.

(2)

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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. The time when Pacer Merger Sub, Inc. effectively merged with and into Vectren Corporation is referred to as the 'Effective Time.'

(3) Represents the effect of the accumulation of dividends and the performance adjustment relating to (1) stock units dependent upon performance during a measuring period from January 1, 2016 through December 31, 2018; (2) stock units dependent upon performance during a measuring period from January 1, 2017 through December 31, 2019; and (3) stock units dependent upon performance during a measuring period from January 1, 2018 through December 31, 2020. This grant is exempt under Section 16b-3 and was previously approved by the Board of Directors. See explanation in footnote 6 to Table 2.

(4) Represents the cancellation and conversion of the stock units noted in footnotes (1) and (3) into the right to receive \$72.00 in cash at the Effective Time pursuant to the terms of the Merger Agreement.

(5) 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.

(6) Pursuant to the terms of the Merger Agreement, upon the Effective Time, (1) stock units dependent upon performance during a measuring period from January 1, 2016 through December 31, 2018 are earned based on actual performance results as determined by the Compensation Committee of the Board of Directors of Vectren Corporation; (2) stock units dependent upon performance during a measuring period from January 1, 2017 through December 31, 2019 & stock units dependent upon performance during a measuring period from January 1, 2018 through December 31, 2020 are earned based on the greater of the target level of performance or the actual level of performance based on a shortened period ending on the Effective Time as determined by the Compensation Committee of the Board of Directors of Vectren Corporation; and (3) stock units dependent upon performance during a measuring period from January 1, 2019 through December 31, 2021, are earned at the target level and pro-rated through the Effective Time.

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.