

Hardwick M Susan
 Form 4
 January 02, 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 *
 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)
 P.O. BOX 209

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

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

(Street)
 EVANSVILLE, IN 47708

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 X Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	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)	8. Price of Underlying Securities

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr.)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0	01/01/2019	A		8,630		<u>(1)(2)(3)</u>	<u>(1)(2)(3)</u>	Common Stock	8,630	\$

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

01/02/2019

**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) The stock unit award was granted pursuant to the Vectren Corporation At Risk Compensation Plan (Plan) and is subject to forfeiture as provided by the Plan and the Plan grant agreement. The lifting of restrictions and the application of the forfeiture provisions are dependent upon performance under pre-established metrics during a measuring period from January 1, 2019 through December 31, 2021 and subject to continued employment until certification of performance, except in limited circumstances as described in the Plan and the Plan grant agreement. Upon lifting of restrictions, the grantee shall be paid for each stock unit, in cash, a value determined by calculating the average of the closing price of Vectren's common stock for the three consecutive trading days immediately preceding ten calendar days before the certification of the performance results.
- (2) Certification of the performance results is expected to be no later than March 31, 2022. If the lifting of restrictions occurs prior to the performance certification date, the value of one share of Vectren's common stock on the date the restrictions lapse will be used to value each stock unit. At the time restrictions lift, if the grantee is not then in compliance with the company's share ownership guidelines, the value of each stock unit shall be paid to the grantee in one unrestricted share of Vectren's common stock. Dividends paid during the restriction period shall accrue as additional stock units and are subject to forfeiture. This acquisition was approved in accordance with Rule 16b-3.
- (3) If the closing date of the previously announced merger transaction between Vectren Corporation and CenterPoint Energy, Inc. (CNP) occurs prior to December 31, 2021, then the Stock Unit Awards shall be cancelled and converted into a vested right to receive cash in an amount equal to (i) \$72.00 multiplied by (ii) the number of Stock Unit Awards set forth herein, without any adjustment based on the Performance Criteria, multiplied by (iii) a fraction with a numerator equal to the number of days in the period beginning on the Grant Date and ending on the closing date of the transaction with CNP and a denominator equal to 1095, but in no event shall such fraction be greater than one.

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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