

Schach Eric J
 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 *
 Schach Eric J

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)
 ONE VECTREN SQUARE, P.O.
 BOX 209

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

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

(Street)
 EVANSVILLE, IN 47708

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

(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		44,921.285	A	<u>(1)</u> <u>(2)</u>
Common Stock	02/01/2019		M		47,922.5409	A	<u>(3)</u>
Common Stock	02/01/2019		D		92,843.8259	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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- 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
- (2) Merger Agreement. The time when Pacer Merger Sub, Inc. effectively merged with and into Vectren Corporation is referred to as the 'Effective Time.'

- 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
- (3) 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.

- Represents phantom stock units held in a book-entry under the non-qualified deferred compensation plan. Each phantom stock unit was
- (5) 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.

- 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
- (6) 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.

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