Schach Eric J Form 4 January 02, 2019

## FORM 4

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.

Form 4 or Form 5 obligations may continue. See Instruction

**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

1(b).

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person \* Schach Eric J

(Middle) (First)

ONE VECTREN SOUARE, P.O. BOX 209

(Street)

2. Issuer Name and Ticker or Trading Symbol

30(h) of the Investment Company Act of 1940

VECTREN CORP [VVC]

3. Date of Earliest Transaction

(Month/Day/Year) 01/01/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner Other (specify Officer (give title

**EVP & COO** 

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

**EVANSVILLE, IN 47708** 

1. Title of 2. Transaction Date 2A. Deemed

Security (Month/Day/Year) (Instr. 3)

(State)

Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

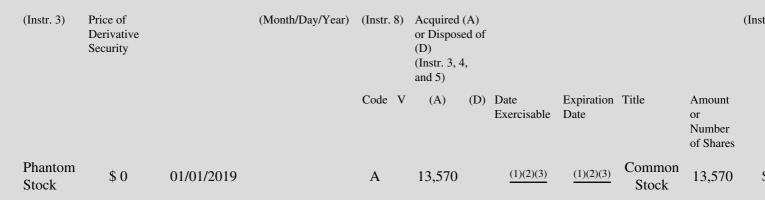
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#### Edgar Filing: Schach Eric J - Form 4



### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schach Eric J				
ONE VECTREN SQUARE			EVP &	
P.O. BOX 209			COO	
EVANSVILLE, IN 47708				

# **Signatures**

/s/Ronald E.
Christian

\*\*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).

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

- (1) 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.
- 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.
  - 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. 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.

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