

VECTREN CORP  
Form 8-K  
May 17, 2011

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 11, 2011

VECTREN CORPORATION  
(Exact name of registrant as specified in its charter)

| Commission<br>File No. | Registrant, State of Incorporation, Address,<br>and Telephone Number   | I.R.S Employer<br>Identification No. |
|------------------------|--|--------------------------------------|
| 1-15467                | Vectren Corporation<br>(An Indiana Corporation)<br>One Vectren Square,<br>Evansville, Indiana 47708<br>(812) 491-4000            | 35-2086905                           |
| 1-16739                | Vectren Utility Holdings, Inc.<br>(An Indiana Corporation)<br>One Vectren Square,<br>Evansville, Indiana 47708<br>(812) 491-4000 | 35-2104850                           |

Former name or address, if changed since last report:  
N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 11, 2011, Vectren Corporation's shareholders approved amendments to the Company's At Risk Compensation Plan (the "Plan") effective May 1, 2011. A description of the Plan is included in the Company's proxy statement filed with the SEC on March 16, 2011. The amended Plan, as approved by the Company's shareholders, is attached in its entirety as Exhibit 10.1.

Item 9.01 Exhibits

(d) Exhibits

| Exhibit Number | Description   |
|----------------|---|
| 10.1           | Vectren Corporation At Risk Compensation Plan (As amended and restated as of May 1, 2011) |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VECTREN CORPORATION  
VECTREN UTILITY HOLDINGS, INC.

May 17, 2011

By: /s/ M. Susan Hardwick  
M. Susan Hardwick  
Vice President, Controller &  
Assistant Treasurer

INDEX TO EXHIBITS

The following Exhibits are filed as part of this Report to the extent described in Item 5.02:

| Exhibit<br>Number | Description   |
|-------------------|---|
| 10.1              | Vectren Corporation At Risk Compensation Plan (As amended and restated as of May 1, 2011) |