

VECTREN CORP  
Form 8-K  
February 27, 2006

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) **February 27, 2006**

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

<u>Commission File No.</u>	<u>Registrant, State of Incorporation, Address, and Telephone Number</u>	<u>I.R.S Employer Identification No.</u>
1-15467	Vectren Corporation (An Indiana Corporation) One Vectren Square Evansville, Indiana 47708 (812) 491-4000	35-2086905
1-16739	Vectren Utility Holdings, Inc. (An Indiana Corporation) One Vectren Square Evansville, Indiana 47708 (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 1.01. Entry into a Material Definitive Agreement.**

Vectren Corporation (the Company), an energy holding and applied technology company, periodically issues share-based compensation in the form of restricted stock to its officer group, including its executive officers. A specimen agreement of that to be signed by management is attached to this filing.

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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.

February 27, 2006

By: /s/ M. Susan Hardwick  
M. Susan Hardwick  
Vice President and Controller

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**INDEX TO EXHIBITS**

**Exhibit  
Number**

**Description**

99.1

Vectren Corporation At Risk Compensation Plan Restricted Stock Grant  
Agreement (Officer)