

VERTRUE INC  
Form 4  
September 09, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
JOHNSON GARY A

(Last) (First) (Middle)

C/O VERTRUE  
INCORPORATE, 680  
WASHINGTON BLVD.

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VERTRUE INC [VTRU]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/01/1999

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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**

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 (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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SEC 1474  
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 29	07/01/1999	A		57,940		<u>(1)</u>	06/30/2009	Common Stock	57,940
Employee Stock Option (right to buy)	\$ 29.563	07/05/2000	A		73,070		<u>(2)</u>	07/04/2010	Common Stock	73,070
Employee Stock Option (right to buy)	\$ 20.35	07/06/2001	A		103,796		<u>(3)</u>	07/05/2011	Common Stock	103,796
Employee Stock Option (right to buy)	\$ 13.05	07/23/2002	A		120,000		<u>(4)</u>	07/22/2012	Common Stock	120,000
Employee Stock Option (right to buy)	\$ 29.62	07/01/2004	A		50,000		<u>(5)</u>	06/30/2014	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 38.21	07/07/2005	A		50,000		<u>(6)</u>	07/06/2015	Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON GARY A C/O VERTRUE INCORPORATE 680 WASHINGTON BLVD. STAMFORD, CT 06901	X		President and CEO	

## Signatures

/s/ Gary A.

Johnson

09/08/2005

  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 option vested in four equal installments on each of July 1, 2000, 2001, 2002 and 2003.
- (2) The option vested in four equal installments on each of July 5, 2001, 2002, 2003 and 2004.
- (3) The option vested in four equal installments on each of July 6, 2002, 2003, 2004 and 2005.
- (4) The option vests in four equal installments on each of July 23, 2003, 2004, 2005 and 2006.
- (5) The option vests in four equal installments on each of July 1, 2005, 2006, 2007 and 2008.
- (6) The option vests in four equal installments on each of July 7, 2006, 2007, 2008 and 2009.

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.