

VERTRUE INC
Form 4
September 09, 2005

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 *
DUFFY JAMES B

(Last) (First) (Middle)

**C/O VERTRUE
INCORPORATED, 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)
08/28/1998

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)
EVP & Chief Financial Officer

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 Following 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) | Price | | |
| | | | | Code | V | Amount | |

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 or Number of Shares |
| Employee Stock Option (right to buy) | \$ 15 | 08/28/1998 | A | | 30,000 | | <u>(1)</u> | 08/27/2008 | Common Stock | 30,000 |
| Employee Stock Option (right to buy) | \$ 17.75 | 10/09/1998 | A | | 29,050 | | <u>(2)</u> | 10/08/2008 | Common Stock | 29,050 |
| Employee Stock Option (right to buy) | \$ 29 | 07/01/1999 | A | | 39,440 | | <u>(3)</u> | 06/30/2009 | Common Stock | 39,440 |
| Employee Stock Option (right to buy) | \$ 29.563 | 07/05/2000 | A | | 47,590 | | <u>(4)</u> | 07/04/2010 | Common Stock | 47,590 |
| Employee Stock Option (right to buy) | \$ 20.35 | 07/06/2001 | A | | 49,427 | | <u>(5)</u> | 07/05/2011 | Common Stock | 49,427 |
| Employee Stock Option (right to buy) | \$ 13.05 | 07/23/2002 | A | | 60,000 | | <u>(6)</u> | 07/22/2012 | Common Stock | 60,000 |
| Employee Stock Option (right to buy) | \$ 29.62 | 07/01/2004 | A | | 20,000 | | <u>(7)</u> | 06/30/2014 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUFFY JAMES B C/O VERTRUE INCORPORATED 680 WASHINGTON BLVD. STAMFORD, CT 06901 | | | EVP & Chief Financial Officer | |

Signatures

/s/ James B. Duffy
09/09/2005

**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 August 28, 1999, 2000, 2001 and 2002.
- (2) The option vested in four equal installments on each of October 9, 1999, 2000, 2001 and 2002.
- (3) The option vested in four equal installments on each of July 1, 2000, 2001, 2002 and 2003.
- (4) The option vested in four equal installments on each of July 5, 2001, 2002, 2003 and 2004.
- (5) The option vested in four equal installments on each of July 6, 2002, 2003, 2004 and 2005.
- (6) The option vests in four equal installments on each of July 23, 2003, 2004, 2005 and 2006.
- (7) The option vests in four equal installments on each of July 1, 2005, 2006, 2007 and 2008.

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.