

VERTRUE INC
Form 4
July 13, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
SMITH THOMAS W

(Last) (First) (Middle)
323 RAILROAD AVENUE
(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/11/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Member Section 13(d) Group

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 07/11/2007 | | S | 749,640 D \$ 48.907 | 0 | D | |
| Common Stock | 07/11/2007 | | S | 157,389 D \$ 48.907 | 0 | I | By Idoya Partners LP <u>(1)</u> |
| Common Stock | 07/11/2007 | | S | 524,769 D \$ 48.907 | 0 | I | By Prescott Associates LP <u>(2)</u> |
| Common Stock | 07/11/2007 | | S | 41,770 D \$ 48.907 | 0 | I | By Prescott International Partners LP |

| | | | | | | | (3) | |
|--------------|------------|---|---------|---|-----------|---|-----|--|
| Common Stock | 07/11/2007 | S | 145,000 | D | \$ 48,907 | 0 | I | Prescott Investors Profit Sharing Trust ⁽⁴⁾ |
| Common Stock | 07/11/2007 | S | 31,700 | D | \$ 48,907 | 0 | I | By Thomas W. Smith Foundation ⁽⁵⁾ |
| Common Stock | 07/11/2007 | S | 15,650 | D | \$ 48,907 | 0 | I | By Smith Family Accounts ⁽⁶⁾ |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| SMITH THOMAS W 323 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | Member Section 13(d) Group |
| VASSALLUZZO SCOTT J 323 RAILROAD AVENUE | | X | | Member of Section 13(d) Group |

GREENWICH, CT 06830

Signatures

/s/ Thomas W.

Smith 07/13/2007

**Signature of
Reporting Person

Date

/s/ Scott J.

Vassalluzzo 07/13/2007

**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).

These shares are owned directly by Idoya Partners LP("Idoya"), a private investment limited partnership, and indirectly by Thomas W.

(1) Smith and Scott J. Vassalluzzo as a general partners of Idoya. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their pecuniary interest under 16a-1(a)(2)(ii)(B). The address for Idoya is 323 Railroad Avenue, Greenwich, CT 06830

These shares are owned directly by Prescott Associates LP ("Prescott Associates"), a private investment limited partnership, and

(2) indirectly by Thomas W. Smith and Scott J. Vassalluzzo as a general partners of Prescott Associates. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their pecuniary interest under 16a-1(a)(2)(ii)(B). The address for Prescott Associates is 323 Railroad Avenue, Greenwich, CT 06830

These shares are owned directly by Prescott International Partners L.P. ("PIP"), a private investment limited partnership, and indirectly by

(3) Thomas W. Smith and Scott J. Vassalluzzo as a general partners of PIP. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their pecuniary interest under 16a-1(a)(2)(ii)(B). The address for PIP is 323 Railroad Avenue, Greenwich, CT 06830

These shares are owned directly by the Prescott Investors Profit Sharing Trust ("Trust") and indirectly by Mr. Thomas W. Smith and Mr.

(4) Scott J. Vassalluzzo as trustees of the Trust. Messrs. Smith and Vassalluzzo disclaims beneficial ownership of these shares in excess of their pecuniary interest under 16a-8(b)(2)(ii). The address for the Trust is 323 Railroad Avenue, Greenwich, CT

These shares are owned directly by the Thomas W. Smith Foundation ("Foundation") and indirectly by Thomas W. Smith as trustee of the

(5) Foundation. Mr. Smith disclaims beneficial ownership of these shares in excess of his pecuniary interest under 16a-8(b)(2)(ii). The address for the Foundation is 323 Railroad Avenue, Greenwich, CT 06830

These shares are owned directly by accounts established for the benefit of certain family members of Thomas W. Smith. The inclusion of

(6) these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose and Mr. Smith disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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