

VERTRUE INC
Form 4
February 22, 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 *
JOHNSON GARY A

(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)
02/17/2005

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 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)	Price				
				Code	V	Amount			
Common Stock	02/17/2005		M		24,000	A	\$ 2.778	605,900 ⁽¹⁾	D
Common Stock	02/17/2005		S		2,000	D	\$ 40.2	603,900	D
Common Stock	02/17/2005		S		1,700	D	\$ 40.25	602,200	D
Common Stock	02/17/2005		S		300	D	\$ 40.26	601,900	D
Common Stock	02/17/2005		S		700	D	\$ 40.27	601,200	D

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Common Stock	02/17/2005	S	300	D	\$ 40.28	600,900	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.3	599,900	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.35	598,900	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.48	597,900	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.6	596,900	D
Common Stock	02/17/2005	S	3,832	D	\$ 40.7	593,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.75	592,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.77	591,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.8	590,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.9	589,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 40.95	588,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 41	587,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 41.09	586,068	D
Common Stock	02/17/2005	S	999	D	\$ 41.1	585,069	D
Common Stock	02/17/2005	S	1	D	\$ 41.13	585,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 41.15	584,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 41.45	583,068	D
Common Stock	02/17/2005	S	1,000	D	\$ 41.5	582,068	D
Common Stock	02/17/2005	S	168	D	\$ 41.6	581,900	D
Common Stock	02/18/2005	M	300	A	\$ 2.778	582,200	D
	02/18/2005	S	300	D	\$ 40.1	581,900	D

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Common Stock							
Common Stock	02/22/2005		M	83,700	A	\$ 2.778	665,600 D
Common Stock	02/22/2005		S	5,211	D	\$ 39.75	660,389 D
Common Stock	02/22/2005		S	1,250	D	\$ 39.76	659,139 D
Common Stock	02/22/2005		S	789	D	\$ 39.02	658,350 ⁽²⁾ D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.778	02/17/2005		M	24,000	⁽³⁾ 07/31/2005	Common Stock 24,000
Employee Stock Option (right to buy)	\$ 2.778	02/18/2005		M	300	⁽³⁾ 07/31/2005	Common Stock 300
Employee Stock Option (right to buy)	\$ 2.778	02/22/2005		M	83,700	⁽³⁾ 07/31/2005	Common Stock 83,700

