**VERTRUE INC** Form 4 March 15, 2006

# FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \* **DUFFY JAMES B** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

Symbol VERTRUE INC [VTRU]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

03/13/2006

10% Owner X\_ Officer (give title \_ Other (specify

VERTRUE INCORPORATED, 20

(Street)

**GLOVER AVENUE** 

4. If Amendment, Date Original

EVP and CFO

Director

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### NORWALK, CT 06850

(City)	(State)	(Zip) <b>Tabl</b>	le I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Ownership Beneficially Form: Direct Owned (D) or		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/13/2006		M	14,279	A	\$ 4.167	40,254	D	
Common Stock	03/13/2006		S	5	D	\$ 43.75	40,249	D	
Common Stock	03/13/2006		S	773	D	\$ 43.78	39,476	D	
Common Stock	03/13/2006		S	185	D	\$ 43.82	39,291	D	
Common Stock	03/13/2006		S	7,518	D	\$ 43.9	31,773	D	

Common Stock	03/13/2006	S	2,660	D	\$ 43.95	29,113	D	
Common Stock	03/13/2006	S	90	D	\$ 43.96	29,023	D	
Common Stock	03/13/2006	S	2,205	D	\$ 43.97	26,818	D	
Common Stock	03/13/2006	S	843	D	\$ 44	25,975	D	
Common Stock	03/14/2006	M	9,578	A	\$ 4.167	35,553	D	
Common Stock	03/14/2006	S	8,524	D	\$ 43.5	27,029	D	
Common Stock	03/14/2006	S	47	D	\$ 43.52	26,982	D	
Common Stock	03/14/2006	S	93	D	\$ 43.53	26,889	D	
Common Stock	03/14/2006	S	141	D	\$ 43.54	26,748	D	
Common Stock	03/14/2006	S	94	D	\$ 43.55	26,654	D	
Common Stock	03/14/2006	S	585	D	\$ 43.6	26,069	D	
Common Stock	03/14/2006	S	94	D	\$ 43.66	25,975	D	
Common Stock	03/14/2006	M	10,000	A	\$ 4.167	35,975	D	
Common Stock						115.0873 (1)	I	401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		
					(Instr. 3, 4,		

#### Edgar Filing: VERTRUE INC - Form 4

and 5)

			Code V (A	) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.167	03/13/2006	M	14,279	(2)	06/20/2006	Common Stock	14,279
Employee Stock Option (right to buy)	\$ 4.167	03/14/2006	M	9,578	(3)	06/20/2006	Common Stock	9,578
Employee Stock Option (rgiht to buy)	\$ 4.167	03/14/2006	M	10,000	<u>(4)</u>	06/20/2006	Common Stock	10,000

EVP and CFO

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

**DUFFY JAMES B** 

VERTRUE INCORPORATED 20 GLOVER AVENUE

NORWALK, CT 06850

**Signatures** 

Tami Pauley, Attorney-in-fact for James
Duffy
03/15/2006

\*\*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) Mr. Duffy also owns 115.0873 shares of VTRU common stock indirectly through the Vertrue 401(k) Plan. The information is based on a plan statement as of February 22, 2006.
- (2) The option vests in 4 equal installments on each of June 20, 197, 1998, 1999 and 2000.
- (3) The option vest in 4 equal installments on each of June 20, 1997, 1998, 1999 and 2000.
- (4) The option vest in 4 equal installments on each of June 20, 1997, 1998, 1999 and 2000.

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.

Reporting Owners 3