VERTRUE INC Form 4 August 08, 2006

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

ENEFICIAL OWNERSHIP OF
TIES

Expires:

Expires:

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Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

5. Relationship of Reporting Person(s) to

(Check all applicable)

Number:

Form 5 obligations may continue. *See* Instruction

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

2. Issuer Name and Ticker or Trading

VERTRUE INC [VTRU]

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

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(Lest)	(Einst)	(Middle)	2.0.	CE 1 CE				(Click	k an applicable	•)	
(Last) (First) (Middle)			3. Date of Earliest Transaction								
20 GLOVER AVEENUE			(Month/Day/Year) 08/04/2006					Director 10% Owner X Officer (give title Other (specify below) below) EVP, Sales and Client Services			
NODWALL	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
NORWALK, CT 06850								Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	08/04/2006			S	629	D	\$ 46.54	72,691	D		
Common Stock	08/04/2006			S	164	D	\$ 46.55	72,527	D		
Common Stock	08/04/2006			S	50	D	\$ 46.63	72,477	D		
Common Stock	08/04/2006			S	32	D	\$ 46.58	72,445	D		
Common Stock	08/04/2006			S	25	D	\$ 46.57	72,420	D		

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Common Stock	08/04/2006	S	100	D	\$ 46.55	72,320	D
Common Stock	08/04/2006	S	1,479	D	\$ 46.54	70,841	D
Common Stock	08/04/2006	S	1,000	D	\$ 46.43	69,841	D
Common Stock	08/07/2006	S	1,000	D	\$ 45.25	68,841	D
Common Stock	08/07/2006	S	1,010	D	\$ 45.6	67,831	D
Common Stock	08/07/2006	S	904	D	\$ 45.2	66,924	D
Common Stock	08/07/2006	S	1,000	D	\$ 45	65,924	D
Common Stock	08/07/2006	S	500	D	\$ 45.65	65,424	D
Common Stock	08/07/2006	S	200	D	\$ 45.6	65,224	D
Common Stock	08/07/2006	S	1,000	D	\$ 45.7	64,224	D
Common Stock	08/07/2006	S	904	D	\$ 46	63,320 (1)	D

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 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. Transac Code (Instr. 8	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	
				Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

9. Nu

Deriv

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DIBENEDETTO VINCENT 20 GLOVER AVEENUE NORWALK, CT 06850

EVP, Sales and Client Services

Signatures

Tami Pauley, Attorney-in-fact for Vincent DiBenedetto

08/08/2006

**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. DiBenedetto also owns 20.8602 shares of VTRU common stock indirectly through the VTRU 401(k) Plan. The information is based on a plan statement as of August 7, 2006.

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.

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