

VERTRUE INC  
Form 4  
August 20, 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 \*  
**DUFFY JAMES B**

(Last) (First) (Middle)  
**20 GLOVER AVENUE**  
  
(Street)

**NORWALK, CT 06850**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**08/16/2007**

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, COO & CFO**

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			
Common Stock	08/16/2007		D	V Amount (D) \$ 50 0	64,090 (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)**

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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	\$ 15	08/16/2007		D		30,000		<u>(2)</u>	08/28/2008	Common Stock	30,000
Employee Stock Option Right to Buy	\$ 17.75	08/16/2007		D		29,050		<u>(2)</u>	10/09/2008	Common Stock	29,050
Employee Stock Option Right to Buy	\$ 29	08/16/2007		D		39,440		<u>(2)</u>	07/01/2009	Common Stock	39,440
Employee Stock Option Right to Buy	\$ 29.563	08/16/2007		D		47,590		<u>(2)</u>	07/05/2010	Common Stock	47,590
Employee Stock Option Right to Buy	\$ 20.35	08/16/2007		D		49,427		<u>(2)</u>	07/06/2011	Common Stock	49,427
Employee Stock Option Right to Buy	\$ 13.05	08/16/2007		D		60,000		<u>(2)</u>	07/23/2012	Common Stock	60,000
Employee Stock Option Right to Buy	\$ 20.859	08/16/2007		D		10,000		<u>(2)</u>	07/23/2013	Common Stock	10,000
	\$ 31.249	08/16/2007		D		12,000		<u>(2)</u>	01/22/2014		12,000

Employee Stock Option Right to Buy								Common Stock	
Employee Stock Option Right to Buy	\$ 29.62	08/16/2007	D	20,000	(2)	07/01/2014		Common Stock	20,000
Employee Stock Option Right to Buy	\$ 38.21	08/16/2007	D	20,000	(2)	07/07/2015		Common Stock	20,000
Employee Stock Option Right to Buy	\$ 43.28	08/16/2007	D	25,000	(2)	07/11/2016		Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUFFY JAMES B 20 GLOVER AVENUE NORWALK, CT 06850			EVP, COO & CFO	

## Signatures

Tami Pauley, Attorney in fact for James Duffy  
08/20/2007

\*\*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).

(1) Disposed of in exchange for the right to receive \$50.00 per share, pursuant to the Agreement and Plan of Merger, dated as of March 22, 2007, by and among Vertrue Incorporated, Velo Holdings Inc., and Velo Acquisition Inc. as amended by the Amendment, dated as of July 18, 2007 (as amended, the "Merger Agreement"). This also includes 115.087 shares of Vertrue common stock held within the Vertrue Incorporated 401(k) Retirement Savings Plan.

(2) Pursuant to the Merger Agreement, the option was canceled in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$50.00 per share, multiplied by the number of shares subject to the option.

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.