

VERTRUE INC  
Form 4  
March 10, 2006

**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)

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)  
03/08/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 03/08/2006                           |  | M                              |   | 2,118 A \$ 13   | D  |   |
| Common Stock                    | 03/08/2006                           |  | S                              |   | 318 D \$ 44.5   | D  |   |
| Common Stock                    | 03/08/2006                           |  | S                              |   | 150 D \$ 44.56  | D  |   |
| Common Stock                    | 03/08/2006                           |  | S                              |   | 1,595 D \$ 44.6   | D  |   |
| Common Stock                    | 03/08/2006                           |  | S                              |   | 55 D \$ 44.64   | D  |   |

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|              |            |   |        |   |          |         |   |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 03/09/2006 | M | 18,882 | A | \$ 13    | 658,782 | D |
| Common Stock | 03/09/2006 | S | 4,687  | D | \$ 44.25 | 654,095 | D |
| Common Stock | 03/09/2006 | S | 110    | D | \$ 44.26 | 653,985 | D |
| Common Stock | 03/09/2006 | S | 2,805  | D | \$ 44.3  | 651,180 | D |
| Common Stock | 03/09/2006 | S | 11,079 | D | \$ 44.4  | 640,101 | D |
| Common Stock | 03/09/2006 | S | 201    | D | \$ 44.45 | 639,900 | D |
| Common Stock | 03/09/2006 | S | 1,828  | D | \$ 44.5  | 638,072 | D |
| Common Stock | 03/09/2006 | S | 1      | D | \$ 44.46 | 638,071 | D |
| Common Stock | 03/09/2006 | S | 1,705  | D | \$ 44.46 | 636,366 | D |
| Common Stock | 03/09/2006 | S | 880    | D | \$ 44.62 | 635,486 | D |
| Common Stock | 03/09/2006 | S | 55     | D | \$ 44.64 | 635,431 | D |
| Common Stock | 03/09/2006 | S | 220    | D | \$ 44.65 | 635,211 | D |
| Common Stock | 03/09/2006 | S | 109    | D | \$ 44.66 | 635,102 | D |
| Common Stock | 03/09/2006 | S | 45     | D | \$ 44.67 | 635,057 | D |
| Common Stock | 03/10/2006 | S | 1,679  | D | \$ 43.8  | 633,378 | D |
| Common Stock | 03/10/2006 | S | 2,122  | D | \$ 43.85 | 631,256 | D |
| Common Stock | 03/10/2006 | S | 241    | D | \$ 43.87 | 631,015 | D |
| Common Stock | 03/10/2006 | S | 440    | D | \$ 43.89 | 630,575 | D |
| Common Stock | 03/10/2006 | S | 1,763  | D | \$ 43.9  | 628,812 | D |
| Common Stock | 03/10/2006 | S | 783    | D | \$ 43.92 | 628,029 | D |
|              | 03/10/2006 | S | 55     | D |          | 627,974 | D |

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|              |            |  |   |       |       |    |                       |   |  |                       |
|--------------|------------|--|---|-------|-------|----|-----------------------|---|--|-----------------------|
| Common Stock |            |  |   |       | \$    |    |                       |   |  |                       |
|              |            |  |   |       | 43.94 |    |                       |   |  |                       |
| Common Stock | 03/10/2006 |  | S | 3,917 | D     | \$ | 624,057               | D |  |                       |
|              |            |  |   |       | 43.95 |    |                       |   |  |                       |
| Common Stock |            |  |   |       |       |    | 54,000                | I |  | By Trust for Children |
| Common Stock |            |  |   |       |       |    | 30,582 <sup>(1)</sup> | I |  | 401(k) Plan           |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 13  | 03/08/2006                           |  | M                              | 2,118   | <sup>(2)</sup> 01/15/2007                                | Common Stock 2,118  |
| Employee Stock Option (right to buy)       | \$ 13  | 03/09/2006                           |  | M                              | 18,882  | <sup>(3)</sup> 01/15/2007                                | Common Stock 18,882   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                   |       |
|--------------------------------|---------------|-----------|-------------------|-------|
|                                | Director      | 10% Owner | Officer           | Other |
| JOHNSON GARY A                 | X             |           | President and CEO |       |

VERTRUE INCORPORATED  
680 WASHINGTON BLVD  
STAMFORD, CT 06901

## Signatures

Tami Pauley, Attorney-in-fact for Gary  
Johnson

03/10/2005

\_\_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. Johnson also owns 30,582 shares of VTRU common stock indirectly through the Vertrue 401(k) Pln. The information is based on a plan statement dated as of February 21, 2006.
- (2) The option vest in 5 equal installments on each January 15, 1998, 1999, 2000, 2001, and 2002.
- (3) The option vest in 5 equal installments each on January 15, 1998, 1999, 2000, 2001, and 2002.

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