### Edgar Filing: VERTRUE INC - Form 4

VERTRUE Form 4 March 15, 2 <b>FORM</b> Check th if no lon subject t Section Form 4 Form 5	006 <b>1 4</b> UNITED S uis box ger o STATEM 16. or Filed purs	IENT O	Was F CHAN	shingto GES I SECU	on, IN I URI	D.C. 20 BENEFI ITIES	549 ICIA	L OWN	OMMISSION NERSHIP OF 2 Act of 1934,	OMB AF OMB Number: Expires: Estimated a burden hour response	•	
Form 5 obligations may continue. See Instruction 1(b). 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)											
JOHNSON GARY A Symbol				er Name and Ticker or Trading					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of				13/2006 -					(Check all applicable) <u>X</u> Director <u>10%</u> Owner <u>X</u> Officer (give title <u>Other (specify below)</u> President and CEO			
(Street) 4. If Amendm Filed(Month/D NORWALK, CT 06850					h/Day/Year) Applicable Line) _X_ Form filed by					Joint/Group Filing(Check One Reporting Person More than One Reporting		
(City)	(State)	(Zip)	Tabl	e I - Noi	n-D	erivative	Secur	ities Acqu	iired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)				d of (D) 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)		
Common	03/13/2006			Code S	V	Amount 7	(D) D	Price \$	624,050	D		
Stock Common Stock	03/13/2006			S		945	D	43.75 \$ 43.78	623,105	D		
Common Stock	03/13/2006			S		226	D	\$ 43.82	622,879	D		
Common Stock	03/13/2006			S		9,188	D	\$ 43.9	613,691	D		
Common	03/13/2006			S		3,251		\$	610,440	D		

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Common Stock	03/13/2006	S	110	D	\$ 43.96	610,330	D	
Common Stock	03/13/2006	S	2,695	D	\$ 43.97	607,635	D	
Common Stock	03/13/2006	S	1,029	D	\$ 44	606,606	D	
Common Stock	03/14/2006	S	9,528	D	\$ 43.5	597,078	D	
Common Stock	03/14/2006	S	52	D	\$ 43.52	597,026	D	
Common Stock	03/14/2006	S	105	D	\$ 43.53	596,921	D	
Common Stock	03/14/2006	S	157	D	\$ 43.54	596,764	D	
Common Stock	03/14/2006	S	105	D	\$ 43.55	596,659	D	
Common Stock	03/14/2006	S	653	D	\$ 43.6	596,006	D	
Common Stock	03/14/2006	S	106	D	\$ 43.66	595,900	D	
Common Stock						54,000	Ι	By Trust for Children
Common Stock						30.582 <u>(1)</u>	Ι	401k Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

#### 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.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

							Amount
Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	or Number of Shares
Coue	v	(A)	(D)				Shares

# **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
JOHNSON GARY A VERTRUE INCORPORATED 20 GLOVER AVENUE NORWALK, CT 06850	Х		President and CEO						
Signatures									
Tami Pauley, Attorney-in-fact f Johnson		03/15/2006							
**Signature of Reporting Perso	n		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 Vertue 401(k)Plan. The information is based on a plan statement dated as of February 21, 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.