

VERTRUE INC
Form 4
March 15, 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 *
DUFFY JAMES B

(Last) (First) (Middle)
**VERTRUE INCORPORATED, 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)
03/13/2006

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)
EVP and 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	03/13/2006		M		14,279	\$ 4.167	A
Common Stock	03/13/2006		S		5	\$ 43.75	D
Common Stock	03/13/2006		S		773	\$ 43.78	D
Common Stock	03/13/2006		S		185	\$ 43.82	D
Common Stock	03/13/2006		S		7,518	\$ 43.9	D

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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.

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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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	<u>(2)</u>	06/20/2006	Common Stock	14,279
Employee Stock Option (right to buy)		\$ 4.167	03/14/2006	M	9,578	<u>(3)</u>	06/20/2006	Common Stock	9,578
Employee Stock Option (right to buy)		\$ 4.167	03/14/2006	M	10,000	<u>(4)</u>	06/20/2006	Common Stock	10,000

Reporting Owners

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

Signatures

Tami Pauley, Attorney-in-fact for James Duffy	03/15/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.