

VERTRUE INC
Form 4
March 10, 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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUFFY JAMES B

(Last) (First) (Middle)

**C/O MEMBERWORKS INC, 680
WASHINGTON BOULEVARD**

(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 _____ Other (specify
below) 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 Beneficial Ownership (Instr. 4)
Common Stock	03/08/2006		M	1,732	A \$ 4.167	27,707 ⁽¹⁾	D
Common Stock	03/08/2006		S	260	D \$ 44.5	27,447	D
Common Stock	03/08/2006		S	122	D \$ 44.56	27,325	D
Common Stock	03/08/2006		S	1,305	D \$ 44.6	26,020	D
Common Stock	03/08/2006		S	45	D \$ 44.64	25,975	D

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Common Stock	03/09/2006	M	19,411	A	\$ 4.167	45,386	D
Common Stock	03/09/2006	S	3,835	D	\$ 44.25	41,551	D
Common Stock	03/09/2006	S	90	D	\$ 44.26	41,461	D
Common Stock	03/09/2006	S	2,295	D	\$ 44.3	39,166	D
Common Stock	03/09/2006	S	9,064	D	\$ 44.4	30,102	D
Common Stock	03/09/2006	S	1,661	D	\$ 44.45	28,441	D
Common Stock	03/09/2006	S	1	D	\$ 44.46	28,440	D
Common Stock	03/09/2006	S	1,395	D	\$ 44.6	27,045	D
Common Stock	03/09/2006	S	720	D	\$ 44.62	26,325	D
Common Stock	03/09/2006	S	45	D	\$ 44.64	26,280	D
Common Stock	03/09/2006	S	180	D	\$ 44.65	26,100	D
Common Stock	03/09/2006	S	89	D	\$ 44.66	26,011	D
Common Stock	03/09/2006	S	36	D	\$ 44.67	25,975	D
Common Stock	03/10/2006	M	9,000	A	\$ 4.167	34,975	D
Common Stock	03/10/2006	S	1,374	D	\$ 43.8	33,601	D
Common Stock	03/10/2006	S	1,736	D	\$ 43.85	31,865	D
Common Stock	03/10/2006	S	198	D	\$ 43.87	31,667	D
Common Stock	03/10/2006	S	360	D	\$ 43.89	31,307	D
Common Stock	03/10/2006	S	1,442	D	\$ 43.9	29,865	D
Common Stock	03/10/2006	S	640	D	\$ 43.92	29,225	D
	03/10/2006	S	45	D		29,180	D

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Common Stock					\$ 43.94			
Common Stock	03/10/2006	S	3,205	D	\$ 43.95	25,975	D	
Common Stock	03/10/2006	M	0	A	\$ 0	115.0873 ⁽²⁾	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)	\$ 4.167	03/08/2006		M		1,732		<u>(3)</u>	06/20/2006	Common Stock	1,732
Employee Stock Option (right to buy)	\$ 4.167	03/09/2006		M		19,411		<u>(4)</u>	06/20/2006	Common Stock	19,411
Employee Stock Option (right to buy)	\$ 4.167	03/10/2006		M		9,000		<u>(5)</u>	06/20/2006	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DUFFY JAMES B
C/O MEMBERWORKS INC
680 WASHINGTON BOULEVARD
STAMFORD, CT 06901

EVP and CFO

Signatures

Tami Pauley, Attorney-in-fact for James
Duffy

03/10/2006

__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) Includes shares of VTRU common stock acquired under the Vertrue Employee Stock Purchase Plan, 49, 452, 354 on October 1, 2004, April 1, 2005 and October 1, 2005 respectively.
- (2) 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 dated as of February 22, 2006.
- (3) The option vests in 4 equal installments on each of June 20, 1997, 1998, 1999 and 2000.
- (4) The option vests in 4 equal installments on each of June 20, 1997, 1998, 1999 and 2000.
- (5) The option vests 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.

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