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VECTREN UTILITY HOLDINGS INC

Form 8-K

March 15, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) March 12, 2004

VECTREN CORPORATION
(Exact name of registrant as specified in its charter)

| Commission File No. ----- | Registrant, State of Incorporation, Address, and Telephone Number ----- | I.R.S Employer Identification No. ----- |
|---------------------------------|--|---|
| 1-15467 | Vectren Corporation (An Indiana Corporation) 20 N.W. Fourth Street, Evansville, Indiana 47708 (812) 491-4000 | 35-2086905 |
| 1-16739 | Vectren Utility Holdings, Inc. (An Indiana Corporation) 20 N.W. Fourth Street, Evansville, Indiana 47708 (812) 491-4000 | 35-2104850 |
| 1-3553 | Southern Indiana Gas and Electric Company (An Indiana Corporation) 20 N.W. Fourth Street, Evansville, Indiana 47708 (812) 491-4000 | 35-0672570 |
| 1-6494 | Indiana Gas Company, Inc. (An Indiana Corporation) 20 N.W. Fourth Street, Evansville, Indiana 47708 (812) 491-4000 | 35-0793669 |

Former name or address, if changed since last report: N/A

Item 9. Regulation FD Disclosure

Vectren Corporation (the Company), an energy holding and applied technology company, announced the filing for a general gas rate increase by its wholly owned subsidiary Southern Indiana Gas and Electric Company which does business as Vectren Energy Delivery of Indiana - South. A copy of the press release is furnished as Exhibit 99-1 to this Current Report.

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In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company is hereby furnishing cautionary statements identifying important factors that could cause actual results of the Company and its subsidiaries, including Vectren Utility Holdings, Inc., Indiana Gas Company, Inc. and Southern Indiana Gas and Electric Company, to differ materially from those projected in forward-looking statements of the Company and its subsidiaries made by, or on behalf of, the Company and its subsidiaries. These cautionary statements are attached as Exhibit 99-2.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VECTREN CORPORATION
VECTREN UTILITY HOLDINGS, INC.
SOUTHERN INDIANA GAS AND ELECTRIC COMPANY
INDIANA GAS COMPANY, INC.

March 12, 2004

By: /s/ M. Susan Hardwick

M. Susan Hardwick
Vice President and Controller

INDEX TO EXHIBITS

The following Exhibits are furnished as part of this Report to the extent described in Item 9:

| Exhibit Number | Description |
|-------------------|---|
| 99-1 | Press Release - Vectren Corporation Provides 2004 Earnings Guidance |
| 99-2 | Cautionary Statement for Purposes of the "Safe Harbor" Provisions of the Private Securities Litigation Reform Act of 1995 |