VERTRUE INC
Form 4
August 20, 2007

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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	
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(Print or Type Responses)

1. Name and Address of Reporting Person * **TESLER MARC S**	2. Issuer Name **and** Ticker or Trading Symbol **VERTRUE INC [VTRU]**	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/16/2007	(Check all applicable) __X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
20 GLOVER AVENUE		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
NORWALK, CT 06850		
(City) (State) (Zip)		

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	(A) or (D)	Price			
Common Stock	08/16/2007		D		1,101 (1)	D	$ 50	5,593	D	
Common Stock	08/16/2007		D		5,593 (2)	D	$ 50	0	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

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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	$ 29.563	08/16/2007		D		40,000		(3)	07/05/2010	Common Stock	40,000
Employee Stock Option Right to Buy	$ 29.62	08/16/2007		D		2,000		(3)	07/01/2014	Common Stock	2,000
Employee Stock Option Right to Buy	$ 38.21	08/16/2007		D		2,000		(3)	07/07/2015	Common Stock	2,000
Employee Stock Option Right to Buy	$ 43.28	08/16/2007		D		2,000		(3)	07/11/2016	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TESLER MARC S 20 GLOVER AVENUE NORWALK, CT 06850	X			

Signatures

Tami Pauley, Attorney in fact for Marc Tesler	08/20/2007
**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)   Restricted Shares: Disposed of in exchange for the right to receive $50.00 per share, pursuant to the Agreement and Plan Merger, dated as of March 22, 2007, by and among Vertrue Incorporated, Velo Holdings Inc. and Velo Acquisition Inc., as amended by the Amendment, dated as of July 18, 2007 (as amended, the "Merger Agreement").

(2)   Disposed of in exchange for the right to receive $50.00 per share, pursuant to the Merger Agreement

(3)   Pursuant to the Merger Agreement, the option was canceled in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of $50.00 per share, multiplied by the number of shares subject to the option.

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.