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VECTREN UTILITY HOLDINGS INC

Form 8-K

March 26, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 of 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) March 22, 2002

VECTREN UTILITY HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Indiana	1-16739	35-2104850
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(State of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No)

20 N.W. Fourth Street, Evansville, Indiana	47708
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (812)491-4000

N/A  
(Former name or address, if changed since last report.)

Item 4. Changes in Registrant's Certifying Accountant.

On March 22, 2002, the Audit Committee of the Board of Directors of Vectren Corporation (Vectren), the parent company of Vectren Utility Holdings, Inc. (the "Company"), decided to replace Arthur Andersen LLP ("Arthur Andersen") as the Company's independent auditors, effective upon completion of a transition period which is expected to extend through the conclusion of their review of the financial results of the Company and its subsidiaries for the first quarter of 2002. The Audit committee has initiated the process for selecting a replacement firm for the 2002 fiscal year and expects to make a selection in the near future. The Audit Committee also determined that if subsequent circumstances make it advisable to replace Arthur Andersen sooner, that action would be taken.

In connection with the audits for the two most recent fiscal years and through the date hereof, there have been no disagreements with Arthur Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Arthur Andersen, would have caused Arthur Andersen to make reference thereto in its report on the financial statements of the Company for such time periods. Also, during those time periods, there have been no "reportable events," as such term is used in Item 304(a)(1)(v) of Regulation

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Arthur Andersen's reports on the financial statements of the Company for the last two years neither contained an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

The Company provided Arthur Andersen a copy of this Form 8-K prior to its filing with the Securities and Exchange Commission (the "Commission"). Arthur Andersen has provided the Company with a letter, addressed to the Commission, which is filed as Exhibit 16 hereto.

Item 7. Exhibits

- 16 Letter from Arthur Andersen LLP to the Securities and Exchange Commission, dated March 26, 2002.

SIGNATURE

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.

March 26, 2002

VECTREN UTILITY HOLDINGS, INC.

By: /s/ Jerome A. Benkert, Jr.

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Jerome A. Benkert, Jr.  
Executive Vice President, Chief  
Financial Officer, and Treasurer