FORM 4

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

OMB APPROVAL
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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 or Section 30(h) of the Investment Company Act of 1940

| (Zip) 2. Transaction Date (Month/Day/Year) | 3. Date of Earliest 02/20/2009 4. If Amendment, 02/20/2009 Ta 2A. Deemed Execution Date, if any | Date Origible I - No 3. Transa | inal Fi | iled(Month | | | 6. Individu X_ Form file | al or Joint/C | ident-Power Group Filing(| | |
|--|---|--|--|--|--|---|---|---|---|---|--|
| 2. Transaction Date | 02/20/2009 Ta 2A. Deemed Execution Date, if | ble I - No | | | n/Day/Year) | | _X_ Form file | ed by One Repo | | Check Applical | ole Line) |
| 2. Transaction Date | 2A. Deemed Execution Date, if | 3. Transa | n-Der | ivotivo 9 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person | | | | |
| Date | Execution Date, if | | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
| | (Month/Day/Year) | (Instr. 8) | | 4. Securities Acquire (A) or Disposed of (Instr. 3, 4 and 5) | | f (D) | | | ollowing O s) Fo | Ownership Form: | 7. Nature of Indirect Beneficial Ownership |
| | (Month/Day/Year) | Code | V | Amour | (A) or (D) | Price | (mstr. 3 ai | nu 4) | | Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) |
| 02/20/2009 | | A ⁽¹⁾ | | 28,44 | 8 A S | \$ 0 | 229,566 | | | D | |
| (| e.g., puts, calls, wa | rrants, op | tions | , conver | tible secur | ities) | | | | | |
| ition 3A. Deemed Execution Day any/Year) any | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | 6. Date Exercisable and Expiration Date (Month/Day/Year) Graph Transfer Company (In the Company Compa | | 7. Ti Amo Unde Secu | Fitle and an anount of derlying curities 8. Price of Derivative Security (Instr. 5) | | Derivative Securities Beneficially Owned Following Reported | Ownershi Form of Derivative Security: Direct (D) or Indirec | Ownersh (Instr. 4) | |
| | | | | | Expiration Date | Title | Amount or Number of Shares | | | | |
| t | tion 3A. Deemed Execution Day | tion 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Code V | tion ay/Year) Table II - Derivative Securities Acquir (e.g., puts, calls, warrants, op Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) Code (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) | Table II - Derivative Securities Acquired, Degrees, puts, calls, warrants, options tion any (Month/Day/Year) A code (Instr. 8) Berrecont the final securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Execution Date, if any (Month/Day/Year) Date Execurities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, convertion any (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Persons wh contained in the form districted the form districted in the for | Table II - Derivative Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible securition any (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Expiration Date (Expiration Date (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Expiration Date (Expiration Date (Expiration Date (D) (Instr. 3, 4, and 5) Date Expiration Date (Expiration Date | Table II - Derivative Securities Acquired, Disposed of, or Beneficiall (e.g., puts, calls, warrants, options, convertible securities) tion (Execution Date, if any (Month/Day/Year)) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Instr. 3, 4, and 5) Date Expiration Date (Expiration Date (Instr. 3, 4, and 5) Date Expiration Date (Instr. 3, 4, and 5) | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) tion any (Month/Day/Year) Acquired (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Date Exercisable Date Exercisable Title Amount or Number Code Of Disposed Of (D) (Instr. 3, 4, and 5) Amount Or Number Of Number | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Total Carlot of (Month/Day/Year) (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3) A, and 5) Date Expiration Date (Instr. 5) Amount or Number of Number | Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, options, convertible securities) Transaction Of (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired (A.) or Derivative Securities (Instr. 3 and 4) Transaction (Instr. 5) Date Expiration Date (Instr. 4) Date Expiration Date (Instr. 4) Title Amount of Derivative Securities (Instr. 5) Amount of Derivative Securities (Instr. 5) Transaction (Instr. 4) | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Acquired (A) or Disposed of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 4. |

| Ī | | Relationships | | | | | |
|---|--------------------------------|---------------|--------------|----------------------|-------|--|--|
| | Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| Ī | LINEBARGER NORMAN THOMAS | | | | | | |
| | 500 JACKSON | | | President-Power Gen. | | | |
| | COLUMBUS, IN 47201 | | | | | | |

Signatures

| David C. Wright Attorney-in-Fact | 02/26/2009 | | |
|----------------------------------|------------|--|--|
| **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).
- Shares earned from February 20, 2007 Target Awards based on 2007-2008 Company financial performance. Shares are subject to forfeiture until 3/1/2010.

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.