

ADIK STEPHEN P
Form 4
January 04, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ADIK STEPHEN P

2. Issuer Name and Ticker or Trading Symbol
NISOURCE INC/DE [NI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
801 E 86TH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

MERRILLVILLE, IN 46410-6272
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	01/03/2005		D		8,098	D	\$ 0 269,801
Common Stock	01/03/2005		S		2,734	D	\$ 0 267,067
Common Stock						I	12,410 By Wife

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

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(9-02)

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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 Security (Instr. 3 and 4)	8. Amount of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Phantom Stock	\$ 0	12/31/2004		A		220.507		08/08/1988 ⁽¹⁾	08/08/1988 ⁽¹⁾	Common Stock	220.507
Non Qualified Stock Options	\$ 18.44							01/31/2001	01/31/2010	Common Stock	4
Non Qualified Stock Options	\$ 19.84							01/01/2004	01/01/2013	Common Stock	13
Non Qualified Stock Options	\$ 20.64							11/01/2000	08/26/2007	Common Stock	2
Non Qualified Stock Options	\$ 21.005							01/25/2003	01/25/2012	Common Stock	6
Non Qualified Stock Options	\$ 22.22							08/22/2001	08/22/2010	Common Stock	4
Non Qualified Stock Options	\$ 24.59							11/01/2000	08/24/2009	Common Stock	3
Non Qualified Stock Options	\$ 25.94							01/01/2002	01/01/2011	Common Stock	5
Non Qualified Stock Options	\$ 29.22							11/01/2000	08/25/2008	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADIK STEPHEN P 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272	X			

Signatures

Gary W. Pottorff, Power of Attorney	01/04/2005
<u> </u> **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) Phantom stock vests in 20% increments on each anniversary of the date of the grant and is payable in shares of common stock six months after date of retirement.

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.