

NEALE GARY L  
Form 4  
February 01, 2005

**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, 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 \*  
NEALE GARY L

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

MERRILLVILLE, IN 46410-6272

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/29/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/29/2005		J <sup>(1)</sup>	V	73.1636	A	\$ 0	1,175,006.5034	D	
Common Stock	01/29/2005		D		29,700	D	\$ 0	1,145,306.5034	D	
Common Stock	01/29/2005		S		10,620	D	\$ 22.645	1,134,686.5034	D	
Common Stock	02/01/2005		S		4,000	D	\$ 22.96	1,130,686.5034	D	
Common Stock								12,263.6229	I	401(k) Plan

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

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(9-02)

**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 Securities (Instr. 3 and 4)	8. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Options	\$ 16.22					11/01/2000 08/22/2005		Common Stock	40,000
Non Qualified Stock Options	\$ 18.44					01/31/2001 01/31/2010		Common Stock	125,000
Non Qualified Stock Options	\$ 18.91					11/01/2000 08/27/2006		Common Stock	50,000
Non Qualified Stock Options	\$ 19.84					01/01/2004 01/01/2013		Common Stock	373,157
Non Qualified Stock Options	\$ 20.64					11/01/2000 08/26/2007		Common Stock	50,000
Non Qualified Stock Options	\$ 21.005					01/25/2003 01/25/2012		Common Stock	194,064
Non Qualified	\$ 21.86					01/01/2005 01/01/2014		Common Stock	353,352

Stock Options						
Non Qualified Stock Options	\$ 22.22	08/22/2001	08/22/2010	Common Stock	125,000	
Non Qualified Stock Options	\$ 22.62	01/03/2006	01/03/2015	Common Stock	600,000	
Non Qualified Stock Options	\$ 24.59	11/01/2000	08/24/2009	Common Stock	50,000	
Non Qualified Stock Options	\$ 25.94	01/01/2002	01/01/2011	Common Stock	160,377	
Non Qualified Stock Options	\$ 29.22	11/01/2000	08/25/2008	Common Stock	50,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEALE GARY L 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272	X		Chairman and CEO	

## Signatures

Gary W. Pottorff, Power of Attorney  
02/01/2005  
\*\*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) Includes shares acquired through the Employee Stock Purchase Plan. Transaction is exempt pursuant to Section 16(a) of the Securities and Exchange Act.

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