

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

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| NEALE GARY L<br>801 E 86TH AVENUE<br>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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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