

NISOURCE INC/DE
Form 4
August 05, 2013

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 *
SKAGGS ROBERT C JR

(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)
08/02/2013

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)
President & 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 or Price (A) or (D)		
Common Stock	08/02/2013		M		48,883 (1) \$ 21.86	A	674,812 D
Common Stock	08/02/2013		M		171,429 (2) \$ 22.62	A	846,241 D
Common Stock	08/02/2013		S		220,312 (3) \$ 31.08 (4)	D	625,929 D
Common Stock					21,788.8514 (5)	I	401(k) Plan
Common Stock					191,018	I	By Trust

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Common Stock 191,018 I By Trust

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

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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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non Qualified Stock Options	\$ 21.86	08/02/2013		M	48,883	01/01/2005	01/01/2014	Common Stock	48,883
Non Qualified Stock Options	\$ 22.62	08/02/2013		M	171,429	01/03/2006	01/03/2015	Common Stock	171,429
Phantom Stock	\$ 0					(6)	(6)	Common Stock	157,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKAGGS ROBERT C JR 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272	X		President & CEO	

Signatures

/s/ Robert E. Smith, attorney-in-fact for Robert C. Skaggs, Jr. 08/05/2013

**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) This transaction relates to the exercise of stock options that were scheduled to expire on 1/1/2014 and the disposition of the underlying shares of Common Stock.
- (2) This transaction relates to the exercise of stock options that were scheduled to expire on 1/3/2015 and the disposition of the underlying shares of Common Stock.
- (3) This transaction relates to the exercise of stock options that were scheduled to expire on 1/1/2014 and 1/3/2015 and the disposition of the underlying shares of Common Stock.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.964 to \$31.242, inclusive.
- (5) Includes shares acquired through the NiSource Inc. Retirement Savings Plan through 6/30/2013.
- (6) The phantom stock units represent dividend equivalents and are to be settled following the reporting person's retirement or other termination of service.

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.