

VAJDA DAVID J
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 *
VAJDA DAVID J

(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)
01/28/2005

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)
Vice President and Treasurer

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 (D) Price			
Common Stock	01/28/2005		D	990 D \$ 0	46,064	D	
Common Stock	01/28/2005		S	365 D \$ 22.645	45,699	D	
Common Stock					2,250.2797	I	401(k) Plan
Common Stock					1,283.2177	I	401(k) Plan held by spouse

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

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SEC 1474
(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. Price or Number of Shares
Non Qualified Stock Options	\$ 16.2188					08/21/1996 08/21/2005	Common Stock	5,000
Non Qualified Stock Options	\$ 18.4375					01/30/2001 01/30/2010	Common Stock	4,000
Non Qualified Stock Options	\$ 18.9063					08/26/1997 08/26/2006	Common Stock	6,300
Non Qualified Stock Options	\$ 19.84					12/31/2002 12/31/2012	Common Stock	16,225
Non Qualified Stock Options	\$ 20.6407					08/25/1998 08/25/2007	Common Stock	6,000
Non Qualified Stock Options	\$ 21.005					01/24/2003 01/24/2012	Common Stock	7,135
Non Qualified	\$ 21.86					01/01/2005 01/01/2014	Common Stock	18,855

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Stock Options						
Non Qualified Stock Options	\$ 22.22		08/21/2001	08/21/2010	Common Stock	4,000
Non Qualified Stock Options	\$ 22.62		01/03/2006	01/03/2015	Common Stock	46,286
Non Qualified Stock Options	\$ 24.5938		08/23/2000	08/23/2009	Common Stock	6,000
Non Qualified Stock Options	\$ 25.94		12/31/2001	12/31/2010	Common Stock	5,896
Non Qualified Stock Options	\$ 29.2188		08/24/1999	08/24/2008	Common Stock	6,000
Non Qualified Stock Options	\$ 21.005		01/24/2003	01/24/2012	Common Stock	1,500
Non Qualified Stock Options	\$ 21.795		01/23/2005	01/23/2014	Common Stock	2,000
Non Qualified Stock Options	\$ 22.22		08/21/2001	08/21/2010	Common Stock	2,000
Non Qualified Stock Options	\$ 22.62		01/03/2006	01/03/2015	Common Stock	2,250
Non Qualified Stock Options	\$ 23.725		05/20/2003	05/20/2012	Common Stock	1,500
Non Qualified Stock	\$ 24.5938		08/23/2000	08/23/2009	Common Stock	1,500

Options

Non Qualified Stock Options	\$ 25.94	12/31/2001	12/31/2010	Common Stock	2,000
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Non Qualified Stock Options	\$ 29.2188	08/24/1999	08/24/2008	Common Stock	1,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAJDA DAVID J 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272			Vice President and Treasurer	

Signatures

Gary W. Pottorff, Power of Attorney	02/01/2005
<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).

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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