

WYCKOFF MARK D  
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 \*  
WYCKOFF MARK D

(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)  
Senior Vice President

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	01/28/2005		S	1,569 D \$ 22.645	84,804.2326	D	
Common Stock	01/29/2005		J(1)	V 58.5309 A \$ 0	84,862.7635	D	
Common Stock	02/01/2005		D	4,950 D \$ 0	79,912.7635	D	
Common Stock					2,965.8919	I	401(k) Plan

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. Price or Number of Shares
Non Qualified Stock Options	\$ 16.22					11/01/2000 08/22/2005	Common Stock	6,800
Non Qualified Stock Options	\$ 18.44					01/31/2001 01/31/2010	Common Stock	10,000
Non Qualified Stock Options	\$ 18.91					11/01/2000 08/27/2006	Common Stock	7,000
Non Qualified Stock Options	\$ 19.84					01/01/2004 01/01/2013	Common Stock	22,124
Non Qualified Stock Options	\$ 20.64					11/01/2000 08/26/2007	Common Stock	6,000
Non Qualified Stock Options	\$ 21.005					01/25/2002 01/25/2012	Common Stock	22,831
Non Qualified	\$ 21.86					01/01/2005 01/01/2014	Common Stock	20,950

Stock Options					
Non Qualified Stock Options	\$ 22.22	08/22/2001	08/24/2010	Common Stock	20,000
Non Qualified Stock Options	\$ 22.62	01/03/2006	01/03/2015	Common Stock	51,429
Non Qualified Stock Options	\$ 24.59	11/01/2000	08/24/2009	Common Stock	10,000
Non Qualified Stock Options	\$ 25.94	01/01/2002	01/01/2011	Common Stock	18,868
Non Qualified Stock Options	\$ 29.22	11/01/2000	08/25/2008	Common Stock	8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYCKOFF MARK D 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272			Senior Vice President	

## 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. 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.