

WYCKOFF MARK D

Form 4

February 01, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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. P Deri Secu (Inst	
				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	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
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08/22/2001	08/24/2010	Common Stock	20,000
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Non Qualified Stock Options	\$ 22.62
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01/03/2006	01/03/2015	Common Stock	51,429
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Non Qualified Stock Options	\$ 24.59
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11/01/2000	08/24/2009	Common Stock	10,000
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Non Qualified Stock Options	\$ 25.94
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01/01/2002	01/01/2011	Common Stock	18,868
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Non Qualified Stock Options	\$ 29.22
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11/01/2000	08/25/2008	Common Stock	8,000
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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.
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