

VAJDA DAVID J
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 *
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
X Officer (give title below) ____ Other (specify below)

Vice President and Treasurer

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 or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	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)
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. P Deri Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount 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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