#### **NISOURCE INC/DE**

Form 4

March 15, 2005

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* ADIK STEPHEN P

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

NISOURCE INC/DE [NI]

(Check all applicable)

801 E 86TH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director 10% Owner Officer (give title Other (specify below)

03/14/2005

6. Individual or Joint/Group Filing(Check

Applicable Line)

4. If Amendment, Date Original Filed(Month/Day/Year)

> \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MERRILLVILLE, IN 46410-6272

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispose	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	03/14/2005	03/14/2005	M	135,546	A	\$ 19.84	298,437	D	
Common Stock	03/14/2005	03/14/2005	M	45,000	A	\$ 18.44	343,437	D	
Common Stock	03/14/2005	03/14/2005	M	9,954	A	\$ 21.005	353,391	D	
Common Stock	03/14/2005	03/14/2005	S	166,599	D	\$ 22.75	186,792	D	
Common Stock	03/14/2005	03/14/2005	S	13,201	D	\$ 22.76	173,591	D	
	03/14/2005	03/14/2005	S	2,200	D	\$ 22.77	171,391	D	

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Common Stock									
Common Stock	03/14/2005	03/14/2005	S	4,000	D	\$ 22.78	167,391	D	
Common Stock	03/14/2005	03/14/2005	S	4,500	D	\$ 22.79	162,891	D	
Common Stock							12,410	I	By Wife

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock	\$ 0					08/08/1988	08/08/1988	Common Stock	962.46
Non Qualified Stock Options	\$ 18.44	03/14/2005	03/14/2005	M	45,000	01/31/2001	01/31/2010	Common Stock	45,00
Non Qualified Stock Options	\$ 19.84	03/14/2005	03/14/2005	M	135,546	01/01/2004	01/01/2013	Common Stock	135,54
Non Qualified Stock Options	\$ 20.64					11/01/2000	08/26/2007	Common Stock	20,00
Non Qualified Stock Options	\$ 21.005	03/14/2005	03/14/2005	M	9,954	01/25/2003	01/25/2012	Common Stock	9,954
	\$ 22.22					08/22/2001	08/22/2010		45,00

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Non Qualified Stock Options				Common Stock	
Non Qualified Stock Options	\$ 24.59	11/01/2000	08/24/2009	Common Stock	30,00
Non Qualified Stock Options	\$ 25.94	01/01/2002	01/01/2011	Common Stock	56,60
Non Qualified Stock Options	\$ 29.22.	11/01/2000	08/25/2008	Common Stock	20,00

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner name, namess	Director	10% Owner	Officer	Other			
ADIK STEPHEN P 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272	X						

## **Signatures**

Gary W. Pottorff, Power of Attorney

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

03/15/2005

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.

Reporting Owners 3

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).