

ADIK STEPHEN P
Form 4
February 01, 2005

FORM 4

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

OMB APPROVAL

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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 *
ADIK STEPHEN P

2. Issuer Name and Ticker or Trading Symbol
NISOURCE INC/DE [NI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
801 E 86TH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2005

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

MERRILLVILLE, IN 46410-6272
(City) (State) (Zip)

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

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)
Common Stock	01/29/2005		D	12,375	\$ 0	D	
Common Stock	01/29/2005		S	3,801	\$ 22,645	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)

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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. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0					08/08/1988	08/08/1988	Common Stock	952,842
Non Qualified Stock Options	\$ 18.44					01/31/2001	01/31/2010	Common Stock	45,000
Non Qualified Stock Options	\$ 19.84					01/01/2004	01/01/2013	Common Stock	135,546
Non Qualified Stock Options	\$ 20.64					11/01/2000	08/26/2007	Common Stock	20,000
Non Qualified Stock Options	\$ 21.005					01/25/2003	01/25/2012	Common Stock	68,493
Non Qualified Stock Options	\$ 22.22					08/22/2001	08/22/2010	Common Stock	45,000
Non Qualified Stock Options	\$ 24.59					11/01/2000	08/24/2009	Common Stock	30,000
Non Qualified Stock Options	\$ 25.94					01/01/2002	01/01/2011	Common Stock	56,604
Non	\$ 29.22					11/01/2000	08/25/2008	Common	20,000

Qualified
 Stock
 Options

Stock

Reporting Owners

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

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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