

ODONNELL MICHAEL W
 Form 4
 January 04, 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 *
 O'DONNELL MICHAEL W

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)
 12/31/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & CFO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2004		S		4,016	D	\$ 0
Common Stock	01/03/2005		D		9,212	D	\$ 0
Common Stock	01/03/2005		S		3,053	D	\$ 0
Common Stock	12/31/2004		J ⁽¹⁾	V	56.2228	A	\$ 0

By
 Columbia
 Energy
 Group
 Savings

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock	\$ 0							08/08/1988	08/08/1988	Common Stock	119,53
Non Qualified Stock Options	\$ 19.84							01/01/2004	01/01/2013	Common Stock	73,
Non Qualified Stock Options	\$ 21.005							01/25/2003	01/25/2012	Common Stock	30,
Non Qualified Stock Options	\$ 21.86							01/01/2005	01/01/2014	Common Stock	69,
Non Qualified Stock Options	\$ 22.62	01/03/2005		A		169,714		01/03/2005	01/03/2015	Common Stock	169,
Non Qualified Stock Options	\$ 25.94							01/01/2002	01/01/2011	Common Stock	25,

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

O'DONNELL MICHAEL W
801 E 86TH AVENUE
MERRILLVILLE, IN 46410-6272

EVP & CFO

Signatures

Gary W. Pottorff, Power of
Attorney

01/04/2005

__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 NiSource Inc. 401(k) 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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