

O'DONNELL MICHAEL W

Form 4

August 27, 2009

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 *
O'DONNELL MICHAEL W

(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)
08/25/2009

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)

Executive 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)
Common Stock				(A) or (D)	148,562	D	
Common Stock				(A) or (D)	8,948.5512 (2)	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount
Phantom Stock	\$ 0	08/25/2009	08/25/2009	A	2,564.586	(1)	(1)	Common Stock	2,564.586
Non Qualified Stock Options	\$ 25.94					01/01/2002	01/01/2011	Common Stock	25,940
Non Qualified Stock Options	\$ 21.005					01/25/2003	01/25/2012	Common Stock	30,000
Non Qualified Stock Options	\$ 19.84					01/01/2004	01/01/2013	Common Stock	73,000
Non Qualified Stock Options	\$ 21.86					01/01/2005	01/01/2014	Common Stock	69,000
Non Qualified Stock Options	\$ 22.62					01/03/2006	01/03/2015	Common Stock	169,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ODONNELL MICHAEL W 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272	Executive Vice President

Signatures

Gary W. Pottorff, attorney-in-fact for Michael W. O'Donnell
08/26/2009

**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) The phantom stock units represent dividend equivalents and are to be settled upon the reporting person's retirement or other termination of service.
- (2) Includes shares acquired through the NiSource Inc. 401(k) Plan through June 30, 2009

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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