

NISOURCE INC/DE  
Form 4  
August 24, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SKAGGS ROBERT C JR**

(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)  
08/23/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    |                                      |                                                    |                                | (A) or (D) Price                                                  | 74,185                                                                                        | D                                                        |                                   |
| Common Stock                    |                                      |                                                    |                                | (A) or (D) Price                                                  | 8,750.1987 <sup>(1)</sup>                                                                     | I                                                        | 401(k) Plan                       |

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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount Number Shares                                  |
| Non Qualified Stock Options                | \$ 19.84                                               |                                      |                                                    |                                |                                                                                         | 01/01/2003 01/01/2013                                    | Common Stock 27.                                            |
| Non Qualified Stock Options                | \$ 21.005                                              |                                      |                                                    |                                |                                                                                         | 01/25/2002 01/25/2012                                    | Common Stock 18.                                            |
| Non Qualified Stock Options                | \$ 21.86                                               |                                      |                                                    |                                |                                                                                         | 01/01/2005 01/01/2014                                    | Common Stock 48.                                            |
| Non Qualified Stock Options                | \$ 22.62                                               |                                      |                                                    |                                |                                                                                         | 01/03/2006 01/03/2015                                    | Common Stock 171.                                           |
| Non Qualified Stock Options                | \$ 25.94                                               |                                      |                                                    |                                |                                                                                         | 01/01/2001 01/01/2011                                    | Common Stock 15.                                            |
| Phantom Stock                              | \$ 0                                                   | 08/23/2005                           |                                                    | A                              | 1,037.625                                                                               | 08/08/1988 08/08/1988                                    | Common Stock 1,037.625                                      |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |                 |       |
|------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                        | Director      | 10% Owner | Officer         | Other |
| SKAGGS ROBERT C JR<br>801 E 86TH AVENUE<br>MERRILLVILLE, IN 46410-6272 | X             |           | President & CEO |       |

## Signatures

Gary W. Pottorff, Power of Attorney for Robert C. Skaggs, Jr. 08/24/2005

\*\*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 288.9178 shares acquired on June 20, 2005 through the NiSource 401(k) Plan

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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