Edgar Filing: NISOURCE INC/DE - Form 4/A

| NISOURCH | E INC/DE | | | | | | | | |
|---|-------------------------|---|--------------------------------|-----------------------|------------------------|---|---|------------------|--|
| Form 4/A | | | | | | | | | |
| July 08, 201 | 16 | | | | | | | | |
| FORM | Λ4 | | | | | | | PPROVAL | |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | N OMB Number: | 3235-0287 | |
| Check this box if no longer criteria TERMENTE OF CHANGES IN DESERVICIAL ON NEEDSHIP OF | | | | | | | Expires: | January 31, | |
| subject | | MENT OF CHA | NGES IN | BENEF | ICIAL OV | WNERSHIP OF | Estimated | 2005 average | |
| | Section 16. SECURITIES | | | | | | | burden hours per | |
| Form 4 | | | | | | | response | . 0.5 | |
| Form 5 obligation | - | rsuant to Section | | | | • | | | |
| may cor | | (a) of the Public V | • | • | • • | | on | | |
| <i>See</i> Inst 1(b). | ruction | 30(h) of the 1 | investment | Compar | ny Act of I | 940 | | | |
| (Print or Type | Responses) | | | | | | | | |
| | Address of Reporting | Person <u>*</u> 2. Issu | er Name and | I Ticker or | Trading | 5. Relationship | of Reporting Per | rson(s) to | |
| Jesanis Mie | chael E | Symbol | | | | Issuer | | | |
| | | | URCE INC | /DE [NI | [] | (Ch | eck all applicabl | e) | |
| (Last) | (First) (| Middle) 3. Date | of Earliest Ti | ransaction | | (Chi | eek all applicabl | | |
| | | | (Month/Day/Year) | | | _X_ Director | | % Owner | |
| 801 E 86T | 07/01/ | 2016 | | | Officer (giv below) | ve title Oth below) | ner (specify | | |
| | (Street) | 4. If An | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| | | | onth/Day/Year | r) | | Applicable Line) | | | |
| 07/05/2016 _X_Form filed by 6 | | | | | | | One Reporting Person Iore than One Reporting | | |
| MERKILL | VILLE, IN 46410 |)-6272 | | | | Person | | | |
| (City) | (State) | (Zip) Ta | ble I - Non-I | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of | 2. Transaction Date | | 3. | 4. Securit | | | 6. Ownership | 7. Nature of | |
| Security | (Month/Day/Year) | Execution Date, if | Transaction Code | nAcquired Disposed | | | Form: Direct (D) or Indirect | Indirect | |
| (Instr. 3) | | any (Month/Day/Year) | | (Instr. 3, 4 | | Beneficially Owned | (I) or mullect | Ownership | |
| | | (· · · · · · · · · · · · · · · · · · · | | (| | | (Instr. 4) | (Instr. 4) | |
| | | | | | (A) | Reported | | | |
| | | | | | or | Transaction(s) (Instr. 3 and 4) | | | |
| | | | Code V | Amount | (D) Price | (Instr. 5 and 4) | | | |
| Reminder: Re | port on a separate line | e for each class of se | curities benef | icially ow | ned directly of | or indirectly. | | | |
| | | | | | | spond to the colle | | SEC 1474 | |
| | | | | inform | nation cont | ained in this form | n are not | (9-02) | |

Persons who respond to the collection of SEC information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------------------|---------------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionDerivative | | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities Acquired | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of | | |

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| | Derivative Security | | | | (D) (Instr | r. 3, 4, and 5) | | | | |
|------------------------------|------------------------|---------------|------|---|---------------|-------------------|---------------------|--------------------|-----------------|----------------------------|
| | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Restricted Stock Units | \$ 0 | 07/01/2016(1) | J | | | 22,526.303 (2) | (2) | (2) | Common Stock | 22,526 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Jesanis Michael E 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Samuel K. Lee, attorney-in-fact Jesanis | 0′ | 7/07/2016 | | | | | |
| ** Signature of Reporting Per | 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 Form 4 filed on July 5, 2016 inadvertently displayed a transaction date of June 20, 2016. This Form 4/A has been amended to reflect the correct transaction date of July 1, 2016.

Represents a non-discretionary exempt transaction by the reporting person caused solely by Columbia Pipeline Group Inc.'s ("CPG") termination of its Omnibus Plan in connection with its merger with TransCanada, which in turn caused the payment in cash to the

(2) reporting person of the value of that person's CPG restricted stock unit account pursuant to its terms. The issuer's common stock was one of the underlying investment options under the CPG restricted stock unit arrangement, and the disposed securities represent the value of the reporting person's portion of his CPG restricted stock unit account that tracked the value of the issuer's common stock.

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.