

NEALE GARY L
Form 4
August 18, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEALE GARY L

(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)
08/17/2005

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)

Chairman and 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/17/2005	08/17/2005	M		40,000	A	\$ 16.22	1,170,827.0294 (1) (2) (3)	D	
Common Stock	08/17/2005	08/17/2005	S		32,848	D	\$ 23.02	1,137,979.0294 (1) (2) (3)	D	
Common Stock	08/17/2005	08/17/2005	S		150	D	\$ 23.05	1,137,829.0294 (1) (2) (3)	D	
Common Stock								12,666.2312 (4) (5)	I	401(k) Plan

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

**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 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 of Number of Shares
Non Qualified Stock Options	\$ 18.44					01/31/2001	01/31/2010	Common Stock	125,000
Non Qualified Stock Options	\$ 18.91					11/01/2000	08/27/2006	Common Stock	50,000
Non Qualified Stock Options	\$ 19.84					01/01/2004	01/01/2013	Common Stock	373,157
Non Qualified Stock Options	\$ 20.64					11/01/2000	08/26/2007	Common Stock	50,000
Non Qualified Stock Options	\$ 21.005					01/25/2003	01/25/2012	Common Stock	194,064
Non Qualified Stock Options	\$ 21.86					01/01/2005	01/01/2014	Common Stock	353,352
Non Qualified Stock Options	\$ 22.22					08/22/2001	08/22/2010	Common Stock	125,000
Non Qualified Stock	\$ 22.62					01/03/2006	01/03/2015	Common Stock	600,000

Options

Non Qualified Stock Options	\$ 24.59					11/01/2000	08/24/2009	Common Stock	50,000
Non Qualified Stock Options	\$ 25.94					01/01/2002	01/01/2011	Common Stock	160,377
Non Qualified Stock Options	\$ 29.22					11/01/2000	08/25/2008	Common Stock	50,000
Non Qualified Stock Options	\$ 16.22	08/17/2005	08/17/2005	M	40,000	08/22/1995	08/22/2005	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEALE GARY L 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272	X		Chairman and CEO	

Signatures

Gary W. Pottorff, Power of Attorney for Gary L.
Neale

08/18/2005

__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).
- (4) Includes 193.8805 shares acquired on March 31, 2005 through the NiSource 401(k) Plan.
- (1) Includes 67.3945 shares acquired on June 30, 2005 through the NiSource Employee Stock Purchase Plan
- (2) Includes 73.1315 shares acquired on March 31, 2005 through the NiSource Employee Stock Purchase Plan.
- (3) Includes 73.1636 shares acquired on December 31, 2004 through the NiSource Employee Stock Purchase Plan
- (5) Includes 208.7278 shares acquired on June 30, 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.

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.