

ZIMMERMAN S LANETTE
 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 *
 ZIMMERMAN S LANETTE

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
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Executive Vice President, Huma

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		6,750	D	\$ 0 119,281
Common Stock	01/03/2005		D		7,251	D	\$ 0 112,030
Common Stock	01/03/2005		S		2,455	D	\$ 0 109,575
Common Stock	12/31/2004		J ⁽¹⁾	V	1,628.984	A	\$ 0 1,981.604
						I	401(k) Plan

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non Qualified Stock Options	\$ 19.84					01/01/2004	01/01/2013	Common Stock	46,000
Non Qualified Stock Options	\$ 21.005					01/25/2003	01/25/2012	Common Stock	24,250
Non Qualified Stock Options	\$ 21.86					01/01/2005	01/01/2014	Common Stock	43,500
Non Qualified Stock Options	\$ 22.62	01/03/2005		A	106,800	01/03/2005	01/03/2015	Common Stock	106,800
Non Qualified Stock Options	\$ 25.94					01/01/2002	01/01/2011	Common Stock	20,040

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIMMERMAN S LANETTE 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272			Executive Vice President, Huma	

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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