

VAJDA DAVID J
Form 4
August 19, 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 *
VAJDA DAVID J

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)
08/17/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and Treasurer

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 (D) Price			
Common Stock	08/17/2005	08/17/2005	M	5,000 A \$ 16.2188	50,699	D	
Common Stock					2,319.021 ⁽¹⁾ <u>(2)</u>	I	401(k) Plan
Common Stock					1,332.9414 <u>(3) (4)</u>	I	401(k) Plan held by spouse

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Options	\$ 18.4375					01/30/2001	01/30/2010	Common Stock	4,000
Non Qualified Stock Options	\$ 18.9063					08/26/1997	08/26/2006	Common Stock	6,300
Non Qualified Stock Options	\$ 19.84					12/31/2002	12/31/2012	Common Stock	16,225
Non Qualified Stock Options	\$ 20.6407					08/25/1998	08/25/2007	Common Stock	6,000
Non Qualified Stock Options	\$ 21.005					01/24/2003	01/24/2012	Common Stock	7,135
Non Qualified Stock Options	\$ 21.86					01/01/2005	01/01/2014	Common Stock	18,855
Non Qualified Stock Options	\$ 22.22					08/21/2001	08/21/2010	Common Stock	4,000
Non Qualified	\$ 22.62					01/03/2006	01/03/2015	Common Stock	46,286

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Stock Options										
Non Qualified Stock Options	\$ 24.5938					08/23/2000	08/23/2009	Common Stock	6,000	
Non Qualified Stock Options	\$ 25.94					12/31/2001	12/31/2010	Common Stock	5,896	
Non Qualified Stock Options	\$ 29.2188					08/24/1999	08/24/2008	Common Stock	6,000	
Non Qualified Stock Options	\$ 16.2188	08/17/2005	08/17/2005	M	5,000	08/22/1995	08/21/2005	Common Stock	5,000	
Non Qualified Stock Options	\$ 21.005					01/24/2003	01/24/2012	Common Stock	1,500	
Non Qualified Stock Options	\$ 21.795					01/23/2005	01/23/2014	Common Stock	2,000	
Non Qualified Stock Options	\$ 22.22					08/21/2001	08/21/2010	Common Stock	2,000	
Non Qualified Stock Options	\$ 22.62					01/03/2006	01/03/2015	Common Stock	2,250	
Non Qualified Stock Options	\$ 23.725					05/20/2003	05/20/2012	Common Stock	1,500	
Non Qualified Stock Options	\$ 24.5938					08/23/2000	08/23/2009	Common Stock	1,500	
Non Qualified Stock	\$ 25.94					12/31/2001	12/31/2010	Common Stock	2,000	

Options

Non

Qualified Stock Options \$ 29.2188

08/24/1999 08/24/2008

Common Stock 1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAJDA DAVID J 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272			Vice President and Treasurer	

Signatures

Gary W. Pottorff, Power of Attorney for David J.
Vajda

08/19/2005

__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).
- (2) Includes 35.2254 shares acquired on June 30, 2005 through the NiSource 401(k) Plan
- (4) Includes 35.4134 shares acquired on June 30, 2005 by spouse through the NiSource 401(k) Plan.
- (1) Includes 33.5159 shares acquired on March 31, 2005 through the NiSource 401(k) Plan.
- (3) Includes 14.3101 shares acquired on March 31, 2005 by spouse 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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