

NISOURCE INC/DE  
Form 4  
February 20, 2015

**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 \*  
**KETTERING GLEN L**

(Last) (First) (Middle)  
801 E. 86TH AVENUE  
(Street)

MERRILLVILLE, IN 46410

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NISOURCE INC/DE [NI]**

3. Date of Earliest Transaction (Month/Day/Year)  
02/18/2015

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)  
EVP & Group 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or (D) Price                                                                           |                                                          |                                            |
| Common Stock                    | 02/18/2015                           |                                                    | A                              |                                                                   | 17,758<br>(1)<br>\$ 43.91                                                                     | D                                                        |                                            |
| Common Stock                    | 02/18/2015                           |                                                    | F                              |                                                                   | 15,428<br>(2)<br>\$ 43.91                                                                     | D                                                        |                                            |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 43,526.4946                                                                                   | I                                                        | 401(k) Plan                                |

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

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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) | 8. Price of Derivative Security (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|
| Phantom Stock                              | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | (3) (3)                                                  | Common Stock                                                  | 44,243                                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                 |       |
|------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                  | Director      | 10% Owner | Officer         | Other |
| KETTERING GLEN L<br>801 E. 86TH AVENUE<br>MERRILLVILLE, IN 46410 |               |           | EVP & Group CEO |       |

## Signatures

Samuel K. Lee, attorney-in-fact for Glen L.  
Kettering

02/20/2015

\_\_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) Constitutes additional shares acquired as a result of the performance adjustment with respect to the performance shares granted in 2012. The initial grant of these performance shares were disclosed in a Form 4 filed in 2012.
- (2) Shares reported represent actual withholding to satisfy tax withholding obligations in connection with the vesting of all the shares issued pursuant to the 2012 performance awards.
- (3) The phantom stock units are to be settled following the reporting person's retirement or other termination.

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