

WYCKOFF MARK D

Form 4/A

January 05, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WYCKOFF MARK D

(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)
01/03/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/04/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

President, Energy Technologies

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
				(A) or (D)	Price		
Common Stock					86,373.2326	D	
Common Stock					2,965.8919	I	401(k) Plan

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

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(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Options	\$ 16.22							11/01/2000	08/22/2005	Common Stock	6,800
Non Qualified Stock Options	\$ 18.44							01/31/2001	01/31/2010	Common Stock	10,000
Non Qualified Stock Options	\$ 18.91							11/01/2000	08/27/2006	Common Stock	7,000
Non Qualified Stock Options	\$ 19.84							01/01/2004	01/01/2013	Common Stock	22,120
Non Qualified Stock Options	\$ 20.64							11/01/2000	08/26/2007	Common Stock	6,000
Non Qualified Stock Options	\$ 21.005							01/25/2002	01/25/2012	Common Stock	22,830
Non Qualified Stock Options	\$ 21.86							01/01/2005	01/01/2014	Common Stock	20,950
Non Qualified Stock Options	\$ 22.22							08/22/2001	08/24/2010	Common Stock	20,000
	\$ 22.62	01/03/2005		A		51,429		01/03/2006 ⁽¹⁾	01/03/2015		51,429

Non Qualified Stock Options					Common Stock	
Non Qualified Stock Options	\$ 24.59		11/01/2000	08/24/2009	Common Stock	10,000
Non Qualified Stock Options	\$ 25.94		01/01/2002	01/01/2011	Common Stock	18,800
Non Qualified Stock Options	\$ 29.22		11/01/2000	08/25/2008	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYCKOFF MARK D 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272			President, Energy Technologies	

Signatures

Gary W. Pottorff, Power of
Attorney 01/05/2005

__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) The exercise date should have been reported as 1/3/2006 instead of 1/3/2005.

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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