

NUTTER WALLACE LEE
Form 4
April 17, 2013

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 *
NUTTER WALLACE LEE

(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)
12/19/2012

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	12/19/2012		P		60 A \$ 24.77 (2)	118,530.542 (1)	D
Common Stock	12/20/2012		P		185 A \$ 25	118,715.542	D
Common Stock	12/24/2012		P		18 A \$ 24.88	118,804.542	D
Common Stock	12/26/2012		P		104 A \$ 24.91	118,908.542	D
Common Stock	12/27/2012		P		48 A \$ 24.54	118,956.542	D

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Common Stock	12/28/2012	P	90	A	\$ 24.75	119,046.542	D
Common Stock	12/31/2012	P	100	A	\$ 24.66	119,146.542	D
Common Stock	01/07/2013	P	141	A	\$ 25.19 (3)	119,287.542	D
Common Stock	01/08/2013	P	91	A	\$ 24.96	119,378.542	D
Common Stock	12/21/2012	P	71	A	\$ 25 (4)	118,786.542	D

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)	8. Price of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0					(5)	(5)	Common Stock	26,379.68

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NUTTER WALLACE LEE 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272			X	

Signatures

/s/ Samuel K. Lee, attorney-in-fact for Wallace L.
Nutter

04/17/2013

__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) Shares reported in Column 5 includes shares of common stock and restricted stock units (and dividend equivalents thereon through the most recent dividend payment date immediately prior to the date of filing of this Form).
- (2) The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$24.71 - \$24.81, inclusive.
- (3) The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$25.17 - \$25.25, inclusive.
- (4) The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$24.98 - \$25.01, inclusive.
- (5) The reported phantom stock units were acquired under the NiSource Inc. 2010 Omnibus Incentive Plan and are to be settled upon the reporting person's retirement or other termination of service.

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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