#### **NISOURCE INC/DE**

Form 4

November 17, 2006

| <b>FOR</b> | <b>PM</b> 4 |
|------------|-------------|
|------------|-------------|

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* NEALE GARY L

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(Middle)

NISOURCE INC/DE [NI] 3. Date of Earliest Transaction

4. If Amendment, Date Original

Code

(Instr. 8)

X Director Officer (give title

10% Owner Other (specify

801 E 86TH AVENUE

11/15/2006

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MERRILLVILLE, IN 46410-6272

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (Month/Day/Year) Execution Date, if

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

(A) Code V Amount

(D) Price

Transaction(s) (Instr. 3 and 4) (Instr. 4)

Common Stock

Security

(Instr. 3)

11/15/2006

11/15/2006

(Month/Day/Year)

S 1.965 D 23.96

411,957.0294 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. 4. TransactionNumber

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

1

De

#### Edgar Filing: NISOURCE INC/DE - Form 4

| Security (Instr. 3)                  | or Exercise Price of Derivative Security | any<br>(Month/Day/Year) | Code (Instr. 8) | of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     |                    | (Instr. 3 and 4) |                                  | Sec (In |
|--------------------------------------|--|-------------------------|-----------------|--|---------------------|--------------------|------------------|----------------------------------|---------|
|                                      |  |                         | Code V          | (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title            | Amount or<br>Number of<br>Shares |         |
| Non<br>Qualified<br>Stock<br>Options | \$ 18.44                                 |                         |                 |  | 01/31/2001          | 06/30/2008         | Common<br>Stock  | 125,000                          |         |
| Non<br>Qualified<br>Stock<br>Options | \$ 19.84                                 |                         |                 |  | 01/01/2004          | 06/30/2008         | Common<br>Stock  | 373,157                          |         |
| Non<br>Qualified<br>Stock<br>Options | \$ 20.64                                 |                         |                 |  | 11/01/2000          | 08/26/2007         | Common<br>Stock  | 50,000                           |         |
| Non<br>Qualified<br>Stock<br>Options | \$ 21.005                                |                         |                 |  | 01/25/2003          | 06/30/2008         | Common<br>Stock  | 194,064                          |         |
| Non<br>Qualified<br>Stock<br>Options | \$ 21.86                                 |                         |                 |  | 01/01/2005          | 06/30/2008         | Common<br>Stock  | 353,352                          |         |
| Non<br>Qualified<br>Stock<br>Options | \$ 22.22                                 |                         |                 |  | 08/22/2001          | 06/30/2008         | Common<br>Stock  | 125,000                          |         |
| Non<br>Qualified<br>Stock<br>Options | \$ 22.62                                 |                         |                 |  | 01/03/2006          | 06/30/2008         | Common<br>Stock  | 600,000                          |         |
| Non<br>Qualified<br>Stock<br>Options | \$ 24.59                                 |                         |                 |  | 11/01/2000          | 06/30/2008         | Common<br>Stock  | 50,000                           |         |
| Non<br>Qualified<br>Stock<br>Options | \$ 25.94                                 |                         |                 |  | 01/01/2002          | 06/30/2008         | Common<br>Stock  | 160,377                          |         |

Non

Qualified \$29.22 11/01/2000

11/01/2000 06/30/2008 Common Stock

50,000

Options

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NEALE GARY L 801 E 86TH AVENUE X MERRILLVILLE, IN 46410-6272

## **Signatures**

Gary W. Pottorff, Power of Attorney for Gary L. Neale

11/16/2006

\*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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