

SKAGGS ROBERT C JR  
 Form 4  
 March 27, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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 \*  
 SKAGGS ROBERT C JR

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)  
 03/25/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/25/2008	03/25/2008	A	120,069 A \$ 17.49	263,308	D	
Common Stock					11,682.8677 (1)	I	401(k) Plan

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Non Qualified Stock Options	\$ 19.84					01/01/2003 01/01/2013	Common Stock 27.
Non Qualified Stock Options	\$ 21.005					01/25/2002 01/25/2012	Common Stock 18.
Non Qualified Stock Options	\$ 21.86					01/01/2005 01/01/2014	Common Stock 48.
Non Qualified Stock Options	\$ 22.62					01/03/2006 01/03/2015	Common Stock 171.
Non Qualified Stock Options	\$ 25.94					01/01/2001 01/01/2011	Common Stock 15.
Phantom Stock	\$ 0	03/25/2008	03/25/2008	A	1,554.367	08/08/1988 08/08/1988	Common Stock 1,55

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKAGGS ROBERT C JR 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272	X		President & CEO	

## Signatures

Gary W. Pottorff, Power of Attorney for Robert C. Skaggs, Jr. 03/27/2008

\_\_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) Includes shares acquired through the NiSource Inc. 401(k) Plan as of February 29, 2008.

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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