WYCKOFF MARK D

Form 4

January 04, 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

(Print or Type Responses)

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

(Last) (First)

(Middle)

801 E 86TH AVENUE

MERRILLVILLE, IN 46410-6272

(Street)

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2004

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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

5. Relationship of Reporting Person(s) to Issuer NISOURCE INC/DE [NI] (Check all applicable) Director 10% Owner Other (specify _X__ Officer (give title 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

(City)	(State)	(Zip) Tak	ole I - No	on-	Derivative Secu	rities	Acquir	red, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	n Date, if Transaction Code		4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Pri			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)
Common Stock	12/31/2004		S	•	495	D	\$ 0	85,184.8181	D	
Common Stock	12/31/2004		J <u>(1)</u>	V	3,216.4897	A	\$0	88,401.3078	D	
Common Stock	12/31/2004		J(2)	V	535.9248	A	\$0	88,937.2326	D	
Common Stock	01/03/2005		D		1,874	D	\$0	87,063.2326	D	
Common Stock	01/03/2005		S		690	D	\$0	86,373.2326	D	

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Common 401(k) 12/31/2004 J(3) V 559.6772 A \$0 2,965.8919 I Stock Plan

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

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(9-02)

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

(e.g., puts, cans, 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)		
				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	22,124	
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	22,831	

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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
Non Qualified Stock Options	\$ 22.62	01/03/2005	A	51,429	01/03/2005	01/03/2015	Common Stock	51,429
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	18,868
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 01/04/2005

**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) Includes shares acquired through the NiSource Inc. Automatic Dividend Reinvestment and Stock Purchase Plan. Transaction is exempt pursuant to Section 16(a) of the Securities and Exchange Act.
- (2) Includes shares acquired through the Employee Stock Purchase Plan. Transaction is exempt pursuant to Section 16(a) of the Securities and Exchange Act.

Reporting Owners 3

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(3) Includes shares acquired through the NiSource Inc. 401(k) Plan. Transaction is exempt pursuant to Section 16(a) of the Securities and Exchange Act.

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