NISOURCE INC/DE

Form 4

February 25, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b). (Print or Type Responses)

1. Name and Address of Reporting Person * BEERING STEVEN C DR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NISOURCE INC/DE [NI]

(Check all applicable)

(Last)

(City)

Common

Stock

801 E 86TH AVENUE

(First)

(Street)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 02/20/2008

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

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MERRILLVILLE, IN 46410-6272

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

13,027.2504 D

(1)

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)

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|------------------|-------------|---------------------|--------------------|-------------|-------------------|---------------------|--------------------|---------------|----------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orDerivative | Expiration Dat | e | Underlying S | ecurities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Y | ear) | (Instr. 3 and | 4) |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or | | | | |
| | Derivative | | | | Disposed of (D) | | | | |
| | Security | | | | (Instr. 3, 4, and | | | | |
| | | | | | 5) | | | | |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Phantom Stock | \$ 0 | 02/20/2008 | 02/20/2008 | A | 156.458 | 08/08/1988 | 08/08/1988 | Common | 156.45 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| Treporting of their runner, reduces | Director | 10% Owner | Officer | Other | | | |
| BEERING STEVEN C DR 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272 | X | | | | | | |

Signatures

Gary W. Pottorff, Power of Attorney for Steven C.
Beering 02/25/2008

**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 75.8668 shares acquired through the NiSource Inc. Automatic Dividend Reinvestment and Stock Purchase Plan through November 20, 2007.

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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