

SKAGGS ROBERT C JR  
 Form 4  
 March 26, 2009

**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 \*  
 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)  
 03/24/2009

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |  |
| Common Stock                    | 03/24/2009                           | 03/24/2009   | A                              | 271,921 A \$ 10.15  | 529,624   | D  |  |
| Common Stock                    |                                      |  |                                |   | 13,179.8296   | 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 of Shares |
| Phantom Stock                              | \$ 0   | 03/24/2009                           | 03/24/2009   | A                              |   | 2,880.782  |     | (1)   | (1)             | Common Stock | 2,880                   |
| Non Qualified Stock Options                | \$ 25.94   |                                      |  |                                |   |  |     | 01/01/2001  | 01/01/2011      | Common Stock | 15,000                  |
| Non Qualified Stock Options                | \$ 21.005  |                                      |  |                                |   |  |     | 01/25/2002  | 01/25/2012      | Common Stock | 18,000                  |
| Non Qualified Stock Options                | \$ 19.84   |                                      |  |                                |   |  |     | 01/01/2003  | 01/01/2013      | Common Stock | 27,000                  |
| Non Qualified Stock Options                | \$ 21.86   |                                      |  |                                |   |  |     | 01/01/2005  | 01/01/2014      | Common Stock | 48,000                  |
| Non Qualified Stock Options                | \$ 22.62   |                                      |  |                                |   |  |     | 01/03/2006  | 01/03/2015      | Common Stock | 171,000                 |

## Reporting Owners

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

## Signatures

Gary W. Pottorff, attorney-in-fact for Robert C. Skaggs, Jr. 03/26/2009

\_\_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) The phantom stock units represent dividend equivalents and are to be settled following the reporting person's retirement or other termination of service.

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