Edgar Filing: WOO CAROLYN Y - Form 4

Form 4									
April 01, 200: FORM Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	4 UNITE	EMENT O pursuant to S 7(a) of the	Was F CHAN Section 16 Public Ut	hington, l GES IN E SECURI 5(a) of the ility Holdi	D.C. 205 BENEFIC TIES Securitioning Comp	49 C IAL OW es Exchang	COMMISSION NERSHIP OF ge Act of 1934, f 1935 or Sectic 40	OMB Number: Expires: Estimated a burden hou response	irs per
(Print or Type Ro	esponses)								
1. Name and Address of Reporting Person <u>*</u> WOO CAROLYN Y			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			3. Date of Earliest Transaction(Month/Day/Year)03/31/2005			X_ Director 10% Owner Officer (give title Other (specify below) below)			
			hth/Day/Year) Applicable Lin _X_ Form file			Applicable Line) _X_ Form filed by Form filed by 1	· Joint/Group Filing(Check by One Reporting Person y More than One Reporting		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f. or Beneficia	llv Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any		3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-
Common Stock				Code V	Amount	(D) Price	4,000	D	

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

Persons who respond to the collection of information contained in this form are not 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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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable	le and Expiration	7. Title and A	Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Date		Underlying Secur	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(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	An Nu Sha
Phantom Stock	\$ O	03/31/2005	03/31/2005	А	220.604	08/08/1988 <u>(1)</u>	08/08/1988(1)	Common Stock	22

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
WOO CAROLYN Y					
801 E 86TH AVENUE	Х				
MERRILLVILLE, IN 46410-6272					
Signatures					
Com W Dottonff Douron of					

Gary W. Pottorff, Power of	
Attorney	04/01/2005
**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) Phantom Stock is payable in cash upon termination of employment

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.