YOUNG ROGER A Form 4 April 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

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

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * YOUNG ROGER A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle)

(Zip)

NISOURCE INC/DE [NI] 3. Date of Earliest Transaction

X Director 10% Owner Officer (give title Other (specify

(Check all applicable)

801 E 86TH AVENUE

(Month/Day/Year) 03/31/2005

below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Filed(Month/Day/Year)

MERRILLVILLE, IN 46410-6272

(State)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or

Code V Amount (D) Price

(Instr. 3 and 4)

Common 8,965 D Stock

Common 401(k) 25,632.577 Ι Stock Plan

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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

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	and Expiration	7. Title and A	Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Date		Underlying S	Secui
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 E	Expiration Date	Title	An Nu Sha
Phantom Stock	\$ 0	03/31/2005	03/31/2005	A	220.604	08/08/1988(1) 0	08/08/1988 <u>(1)</u>	Common Stock	22

Reporting Owners

Reporting Owner Name / Address	Relationships					
Treporting of the France France So	Director	10% Owner	Officer	Other		
YOUNG ROGER A 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272	X					

Signatures

Gary W. Pottorff, Power of
Attorney

**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.

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