

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

SKAGGS ROBERT C JR

CIK: [1059354](#) | State of Incorporation: **VA** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [001-16189](#) | Film No.: **13551796**

Mailing Address
801 E. 86TH AVENUE
MERRILLVILLE IN 46410

ISSUER

NISOURCE INC/DE

CIK: [1111711](#) | IRS No.: **352108964** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **4931** Electric & other services combined

Mailing Address
801 EAST 86TH AVE
MERRILLVILLE IN
46410-6272

Business Address
801 EAST 86TH AVE
MERRILLVILLE IN
46410-6272
2196475200

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013					
801 E 86TH AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
MERRILLVILLE, IN 46410-6272								
(City)	(State)	(Zip)						

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D) Price				
Common Stock	01/24/2013		<u>A</u>		15,863	A	\$26.5	580,972 ⁽¹⁾	D	
Common Stock	01/24/2013		<u>A</u>		113,208	A	\$26.5	694,180 ⁽²⁾	D	
Common Stock								20,849.0876 ⁽³⁾	I	401(k) Plan
Common Stock								191,018	I	By Trust
Common Stock								191,018	I	By Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock	\$ 0	01/25/2013		<u>A</u>		1,381.298		(4)	(4)	Common Stock	1,381.298	\$ 0	154,820.519	D	
Non Qualified Stock Options	\$21.86							01/01/2005	01/01/2014	Common Stock	48,883		48,883	D	
Non Qualified Stock Options	\$22.62							01/03/2006	01/03/2015	Common Stock	171,429		171,429	D	

Explanation of Responses:

1. Includes additional shares acquired due to the performance adjustment of performance shares granted in March 2010.
2. Includes performance shares granted on January 24, 2013.
3. Includes shares acquired through the NiSource Inc. Retirement Savings Plan through 12/31/2012.
4. The phantom stock units represent dividend equivalents and are to be settled following the reporting person's retirement or other termination of service.

Signatures

Gary W. Pottorff, attorney-in-fact for Robert C. Skaggs, Jr.

** Signature of Reporting Person

01/25/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.