

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

KETTERING GLEN L

CIK: **1079621** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-16189** | Film No.: **13551977**

Mailing Address
*NISOURCE INC
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 KETTERING GLEN L			2. Issuer Name and Ticker or Trading Symbol NISOURCE INC/DE [NI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Sr VP Corporate Affairs		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
801 E. 86TH AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) MERRILLVILLE, IN 46410								
(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		A		2,792	A	\$26.5	91,525 ⁽¹⁾	D	
Common Stock	01/24/2013		A		18,868	A	\$26.5	110,393 ⁽²⁾	D	
Common Stock								41,249.0739 ⁽³⁾	I	401(k) Plan

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					
Phantom Stock	\$ 0							(4)	(4)	Common Stock	44,243	44,243	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 and an adjustment of shares between 401(k) and brokerage account.
4. The phantom stock units are to be settled following the reporting person's retirement or other termination.

Signatures

Gary W. Pottorff, attorney-in-fact for Glen L. Kettering

** 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.