

NEALE GARY L  
Form 4  
August 11, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
NEALE GARY L

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)  
08/09/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code  | V Amount (D) Price |   |  |                                   |
| Common Stock                    | 08/09/2006                           | 08/09/2006   | S                              | 2,500   | D \$ 21.65         | 872,157.0294  | D  |                                   |
| Common Stock                    | 08/09/2006                           | 08/09/2006   | S                              | 2,500   | D \$ 21.67         | 869,657.0294  | D  |                                   |
| Common Stock                    | 08/09/2006                           | 08/09/2006   | S                              | 1,200   | D \$ 21.78         | 868,457.0294  | D  |                                   |
| Common Stock                    | 08/09/2006                           | 08/09/2006   | S                              | 10,200  | D \$ 21.79         | 858,257.0294  | D  |                                   |
| Common Stock                    | 08/09/2006                           | 08/09/2006   | S                              | 23,600  | D \$ 21.8          | 834,657.0294  | D  |                                   |
| Common Stock                    | 08/09/2006                           | 08/02/2006   | S                              | 7,143   | D \$               | 827,514.0294  | D  |                                   |

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|              |            |            |   |        |   |          |                           |                  |
|--------------|------------|------------|---|--------|---|----------|---------------------------|------------------|
| Stock        |            |            |   |        |   | 21.81    |                           |                  |
| Common Stock | 08/09/2006 | 08/09/2006 | S | 11,600 | D | \$ 21.82 | 815,914.0294              | D                |
| Common Stock | 08/09/2006 | 08/09/2006 | S | 10,100 | D | \$ 21.83 | 805,814.0294              | D                |
| Common Stock | 08/09/2006 | 08/09/2006 | S | 7,400  | D | \$ 21.84 | 798,414.0294              | D                |
| Common Stock | 08/10/2006 | 08/10/2006 | S | 33,300 | D | \$ 21.5  | 765,114.0294              | D                |
| Common Stock | 08/10/2006 | 08/10/2006 | S | 19,500 | D | \$ 21.51 | 745,614.0294              | D                |
| Common Stock | 08/10/2006 | 08/10/2006 | S | 700    | D | \$ 21.52 | 744,914.0294              | D                |
| Common Stock | 08/10/2006 | 08/10/2006 | S | 400    | D | \$ 21.53 | 744,514.0294              | D                |
| Common Stock | 08/10/2006 | 08/10/2006 | S | 100    | D | \$ 21.54 | 744,414.0294              | D                |
| Common Stock |            |            |   |        |   |          | 13,279.1482<br><u>(1)</u> | I 401(k)<br>Plan |

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

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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 Securities (Instr. 3 and 4) | 8. De...     |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Non Qualified Stock Options                | \$ 18.44   |                                      |  |                                |   | 01/31/2001   | 01/31/2010  | Common Stock | 125,000                    |

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|                                      |           |            |            |                 |         |
|--------------------------------------|-----------|------------|------------|-----------------|---------|
| Non<br>Qualified<br>Stock<br>Options | \$ 18.91  | 11/01/2000 | 08/27/2006 | Common<br>Stock | 50,000  |
| Non<br>Qualified<br>Stock<br>Options | \$ 19.84  | 01/01/2004 | 01/01/2013 | Common<br>Stock | 373,157 |
| Non<br>Qualified<br>Stock<br>Options | \$ 20.64  | 11/01/2000 | 08/26/2007 | Common<br>Stock | 50,000  |
| Non<br>Qualified<br>Stock<br>Options | \$ 21.005 | 01/25/2003 | 01/25/2012 | Common<br>Stock | 194,064 |
| Non<br>Qualified<br>Stock<br>Options | \$ 21.86  | 01/01/2005 | 01/01/2014 | Common<br>Stock | 353,352 |
| Non<br>Qualified<br>Stock<br>Options | \$ 22.22  | 08/22/2001 | 08/22/2010 | Common<br>Stock | 125,000 |
| Non<br>Qualified<br>Stock<br>Options | \$ 22.62  | 01/03/2006 | 01/03/2015 | Common<br>Stock | 600,000 |
| Non<br>Qualified<br>Stock<br>Options | \$ 24.59  | 11/01/2000 | 08/24/2009 | Common<br>Stock | 50,000  |
| Non<br>Qualified<br>Stock<br>Options | \$ 25.94  | 01/01/2002 | 01/01/2011 | Common<br>Stock | 160,377 |
| Non<br>Qualified<br>Stock<br>Options | \$ 29.22  | 11/01/2000 | 08/25/2008 | Common<br>Stock | 50,000  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NEALE GARY L  
801 E 86TH AVENUE X  
MERRILLVILLE, IN 46410-6272

## Signatures

Gary W. Pottorff, Power of Attorney for Gary L. 08/11/2006  
Neale

\_\_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) Includes 612.917 shares acquired through the NiSource Inc. 401(k) Plan through June 30, 2006.

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