

NISOURCE INC/DE

Form 4

August 05, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SKAGGS ROBERT C JR**

(Last) (First) (Middle)

801 E 86TH AVENUE

(Street)

MERRILLVILLE, IN 46410-6272

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

NISOURCE INC/DE [NI]

3. Date of Earliest Transaction  
(Month/Day/Year)

08/02/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President &amp; CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/02/2013		M	(A) or (D) Amount (1) \$ 48,883 21.86	674,812	D	
Common Stock	08/02/2013		M	(A) or (D) Amount (2) \$ 171,429 22.62	846,241	D	
Common Stock	08/02/2013		S	(A) or (D) Amount (3) \$ 220,312 31.08 (4)	625,929	D	
Common Stock				(A) or (D) Amount (5) \$ 21,788.8514		I	401(k) Plan
Common Stock				(A) or (D) Amount (6) \$ 191,018		I	By Trust

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Common Stock 191,018 I By Trust

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Non Qualified Stock Options	\$ 21.86	08/02/2013		M	48,883	01/01/2005 01/01/2014	Common Stock 48,883
Non Qualified Stock Options	\$ 22.62	08/02/2013		M	171,429	01/03/2006 01/03/2015	Common Stock 171,429
Phantom Stock	\$ 0					(6) (6)	Common Stock 157,400

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SKAGGS ROBERT C JR 801 E 86TH AVENUE MERRILLVILLE, IN 46410-6272	X President & CEO

## Signatures

/s/ Robert E. Smith, attorney-in-fact for Robert C. Skaggs, Jr. 08/05/2013

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) This transaction relates to the exercise of stock options that were scheduled to expire on 1/1/2014 and the disposition of the underlying shares of Common Stock.
- (2) This transaction relates to the exercise of stock options that were scheduled to expire on 1/3/2015 and the disposition of the underlying shares of Common Stock.
- (3) This transaction relates to the exercise of stock options that were scheduled to expire on 1/1/2014 and 1/3/2015 and the disposition of the underlying shares of Common Stock.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.964 to \$31.242, inclusive.
- (5) Includes shares acquired through the NiSource Inc. Retirement Savings Plan through 6/30/2013.
- (6) The phantom stock units represent dividend equivalents and are to be settled following the reporting person's retirement or other termination of service.

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

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