NISOURCE INC/DE

Form 4

February 02, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number: Expires:

January 31, 2005

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hamrock Joseph			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)		(Middle)	NISOURCE INC/DE [NI] 3. Date of Earliest Transaction	(Check all applicable)			
(Eust)	(1130)	(Middle)	(Month/Day/Year)	Director 10% Owner			
801 E. 86TH AVENUE			01/29/2015	_X_ Officer (give title Other (specify below) Executive VP and Group CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MERRILLVILI	LE, IN 464	10	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(State)

(Zin)

(City)

(City)	(State)	Tabl	e I - Non-D	Perivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio	4. Securition(A) or Dis (Instr. 3, 4	posed	of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial
(Linder 2)		(Month/Day/Year)	(Instr. 8)		(A) or	,	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	01/29/2015		Code V A	Amount 22,894 (1)	(D)	Price \$ 43.68	105,771	D	
Common Stock							1,503.1845 (2)	Ι	401(k)

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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
					4, and 3)						
								A	mount		
						D.	E	OI	r		
						Date Exercisable	Expiration Date		umber		
								01			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Hamrock Joseph 801 E. 86TH AVENUE MERRILLVILLE, IN 46410

Executive VP and Group CEO

Signatures

Samuel K. Lee, attorney-in-fact for Joseph Hamrock

02/02/2015

**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) Constitutes restricted stock units granted on January 29, 2015. All of these units are scheduled to vest three years from the date of grant.
- (2) Constitutes shares acquired through the NiSource Inc. Retirement Savings Plan through January 30, 2015.

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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