

NISOURCE INC/DE  
Form 8-K  
March 17, 2005

**United States  
Securities and Exchange Commission  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): March 14, 2005**

Commission file number 001-16189

**NiSource Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**35-2108964**  
(I.R.S. Employer  
Identification No.)

**801 East 86th Avenue**  
**Merrillville, Indiana**  
(Address of principal executive offices)

**46410**  
(Zip Code)

Registrant's telephone number, including area code (877) 647-5990

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions.

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Effective March 14, 2005, the Officer Nomination and Compensation Committee of the NiSource Inc. Board of Directors approved the financial goals for the 2005 NiSource Inc. Corporate Incentive Plan. The measure used to determine the funding of an incentive pool will be basic earnings per share from continuing operations as of December 31, 2005, after accounting for the cost of the incentive pool.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NiSource Inc.  
(Registrant)

Date: March 16, 2005

By: /s/ Jeffrey W. Grossman  
Jeffrey W. Grossman  
Vice President and Controller