



FORM 8-K

NICOR INC – gas

Filed: December 17, 2004 (period: December 17, 2004)

Report of unscheduled material events or corporate changes. e.g acquisition bankruptcy resignation

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

December 17, 2004
Date of Report (Date of earliest event reported)

NICOR INC.
(Exact name of registrant as specified in its charter)

Illinois 1-7297 36-2855175
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification Number)

1844 Ferry Road
Naperville, Illinois 60563-9600
(Address of principal executive offices) (Zip Code)

(630) 305-9500
(Registrant's telephone number, including area code)

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))

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Item 1.01. Entry into a Material Definitive Agreement.

Executive officers of Nicor Inc. are eligible to defer compensation under the Nicor Inc. Stock Deferral Plan and the Nicor Inc. Salary Deferral Plan (the "Plans"). The Plans have been previously filed by Nicor Inc. Elections to defer compensation under the Plans are made by completing the applicable election form for each Plan. Beginning on December 13, 2004, certain executive officers began making elections for deferring compensation to be earned in 2005 by completing the applicable election forms.

Additionally, directors of Nicor Inc. are eligible to defer receipt of their retainers and meeting fees under the Nicor Inc. Directors' Deferred Compensation Plan, by filing an election in advance. The Directors' Deferred Compensation Plan has been previously filed by Nicor Inc. Beginning on December 17, 2004 directors could begin making elections to defer retainers and meeting fees to be earned in 2005 by completing the applicable election form.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number	Description
99.1	Nicor Inc. Stock Deferral Plan Election Form
99.2	Nicor Inc. Salary Deferral Plan Election Form

Signature

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.

Nicor Inc.

Date December 17, 2004

/s/ RICHARD L.HAWLEY

Richard L. Hawley
Executive Vice President and
Chief Financial Officer

Exhibit Index

Exhibit Number	Description of Document
99.1	Nicor Inc. Stock Deferral Plan Election Form
99.2	Nicor Inc. Salary Deferral Plan Election Form
99.3	Nicor Inc. Directors' Deferred Compensation Plan Election Form

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Name: _____

Nicor, Inc.
Salary Deferral Plan
PARTICIPATION ELECTION FORM
Plan Year January 1, ____ to December 31,

Your salary deferral election last year was:

Percent of Salary	Percent of Bonus	Early Retirement
N/A		

I want this year's deferral election as follows: (PLEASE FILL OUT A, B, AND C)

- A. _____ % of my _____ Base Salary to be deferred over the Plan Year.
(Specify two percent (2%) to ten percent (10%) of Salary, in one percent (1%) increments.)
- B. _____ % of my _____ Actual Bonus to be paid in _____, if any.
(Specify ten percent (10%) to 20 percent (20%) of Bonus, in one percent (1%) increments. If you do not want to defer any of your actual _____ Bonus, enter 0%.)
- C. Receipt of Early Retirement Benefits or Age 65. (Choose only one below, 1. or 2.)
1. I wish to receive installments beginning January 1 after my 65th birthday:
_____ in a Lump Sum.
(initials)
- _____ in installments where my account will continue to receive the
(initials) applicable quarterly interest crediting rate between the time of my termination and benefit commencement. Subsequent to benefit commencement, the remaining Account balance will also be credited quarterly with the applicable interest crediting rate.
2. I wish to receive distribution beginning after my Early Retirement Date:
_____ in a Lump Sum.
(initials)
- _____ in installments where the remaining balance of my account will
(initials) be credited quarterly with the applicable interest crediting rate.

I elect not to defer a percentage of my Salary or Actual Bonus for this Plan Year.
(initials)

I have received and read the Plan Document describing the Nicor, Inc. Salary Deferral Plan, and my rights thereunder; the amounts I have deferred and their ultimate earnings and payments are subject to the terms and conditions of the Plan. I understand that this election form is not a description of the Plan.

Participant Signature Date

Company Acknowledgment Date

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Director Compensation Election

Current Plan Election:

_____ I would like my compensation earned in calendar year ____ to be
paid according to the election I have currently in effect.
or

_____ I would like my compensation earned in calendar year ____ to be
paid according to the following election:

_____ paid directly to me

_____ deferred under the Nicor Inc. Deferred Compensation
Plan

I understand that if I have elected to change the manner of payment from being
directly paid to me to a deferral or vice versa that I may not change the form
(stock to interest equivalency or cash to stock equivalency or vice versa).
Accordingly, I acknowledge that:

- o If my current plan election is to have my compensation paid directly in
the form of cash and I elect to defer my compensation such deferral will
be credited with the interest equivalency.
- o If my current plan election is to have my compensation used to purchase
Nicor stock and I elect to defer my compensation such deferral will be
credited with the stock equivalency.
- o If my current plan election is to have my compensation deferred into the
interest equivalency and I elect to have it paid to me directly, I will
receive it in cash.
- o If my current plan election is to have my compensation deferred into the
stock equivalency and I elect to have it paid to me directly, it will be
used to purchase Nicor stock.

If I changed my election to have my _____ compensation deferred under the Nicor
Inc. Deferred Compensation Plan, I understand that I must complete an election
form as to the timing of distributions from the Deferred Compensation Plan.

Name

Date

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