

POELKER JOHN S  
Form 4  
January 07, 2003

FORM 4

UNITED STATES SECURITIES AND  
EXCHANGE COMMISSION  
Washington, DC 20549

STATEMENT OF CHANGES IN  
BENEFICIAL OWNERSHIP

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 194

OMB  
APPROVAL  
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31, 2005

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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).

(Print or Type Responses)

0

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)																	
Poelker, John S.			Old National Bancorp ONB			<table border="1"> <tr> <td></td> <td>Director</td> <td>10% Own</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> </table>				Director	10% Own	X	Officer (give title below)	Other (specify below)									
	Director	10% Own																					
X	Officer (give title below)	Other (specify below)																					
<table border="1"> <tr> <td>(Last)</td> <td>(First)</td> <td>(Middle)</td> </tr> <tr> <td colspan="3">2266 Highway 261</td> </tr> <tr> <td colspan="3">(Street)</td> </tr> <tr> <td colspan="3">Newburgh, IN 47630</td> </tr> <tr> <td>(City)</td> <td>(State)</td> <td>(Zip)</td> </tr> </table>			(Last)	(First)	(Middle)	2266 Highway 261			(Street)			Newburgh, IN 47630			(City)	(State)	(Zip)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year		
(Last)	(First)	(Middle)																					
2266 Highway 261																							
(Street)																							
Newburgh, IN 47630																							
(City)	(State)	(Zip)																					
						December 16, 2002																	
			5. If Amendment, Date of Original (Month//Day/Year)			<table border="1"> <tr> <td>X</td> <td>Form filed by One Reporting Person</td> </tr> <tr> <td></td> <td>Form filed by More than One Reporting Person</td> </tr> </table>			X	Form filed by One Reporting Person		Form filed by More than One Reporting Person											
X	Form filed by One Reporting Person																						
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Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																							
1. Title of Security (Instr. 3)			2. Transaction Date (Month/		2A. Deemed Execution Date, if any		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned		6. Ownership Form: Direct (D)		7. Nature of Beneficial Ownership								

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	Day/Year) (Month/Day/ Year)	(Month/Day/ Year)	V	Amount	(A) or (D)	Price	Following Reported Transaction(s)  (Instr. 3 and 4)	or (I) (Instr. 4)	Instr. 4
Common stock	12/16/02		J	V	23.038	A	NA	2,991.349	D
Common stock								3,646.650	D1
Common stock								1,297.516	I2
J Full Reinvestment 4Q2002 Cash Dividend									
D John Poelker									
D1 John Poelker Broker held									
I2 ONB Emp Savings and Profit Sharing Plan									

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversions)						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Date/ Year)	3A. Deemed Execution Date, if any (Month/ Date/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	

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												Amo or Num of Shar
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		
Employee Stock Option Right to Buy	\$25.13	6/27/01		A	V	74,340		(1)	6/27/2011	common stock	74,	
Employee Stock Option Right to Buy	\$25.13	6/27/01		A	V	14,849		(2)	6/27/2011	common stock	14,	
Employee Stock Option Right to Buy	\$23.83	1/22/02		A	V	83,000		(3)	1/22/2012	common stock	83,	

Explanation of Responses:

(1) The Option vests in 4 equal installments beginning on February 1, 2002.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.

(2) The Option is Immediately Exercisable.

(3) The Option vests in 4 equal installments beginning on January 22, 2003.\* (\*) Subject to accelerated Vesting in Certain Circumstances.

\_\_\_\_\_  
\*\*Signature of Reporting  
Person

\_\_\_\_\_  
Date

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

\* 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).

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

Last Update: 09/05/2002