#### OLD NATIONAL BANCORP /IN/

Form 4 June 06, 2007

# FORM 4

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

**OMB** 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

response...

See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HUDGIONS ANNETTE W** Issuer Symbol OLD NATIONAL BANCORP /IN/ (Check all applicable) [ONB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify (Month/Day/Year) below) 800 S MAIN STREET 05/07/2007 **EVP-CHIEF CLIENT SERVICES OFF** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting HENDERSON, KY 42420

					Person							
	(City)	(State) (Zip) Table I - Non-Derivative Securities Acqui					ties Acquire	ed, 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. Transactio Code (Instr. 8)		4. Securities Acquired (A) nor Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price			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			Code	v	Amount	(D)	THEC	23,534	D		
	COMMON STOCK								6,473.153	D		
	COMMON STOCK	05/07/2007		L	V	1.36	A	\$ 18.3824	596.399	D (3)		
	COMMON STOCK	05/21/2007		L	V	1.415	A	\$ 17.6625	597.814	D (3)		
	COMMON STOCK								10,442.647 (5)	I	ONB KSOP	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	of			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002(1)	06/27/2011	COMMON STOCK	32,0
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003(1)	01/22/2012	COMMON STOCK	35,3
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004(1)	01/31/2013	COMMON STOCK	44,1
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004(1)	02/02/2014	COMMON STOCK	4,2
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007(2)	02/24/2016	COMMON STOCK	12,8
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008(4)	01/25/2017	COMMON STOCK	17,6

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**EVP-CHIEF CLIENT SERVICES OFF** 

Reporting Owners 2

HUDGIONS ANNETTE W 800 S MAIN STREET HENDERSON, KY 42420

### **Signatures**

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT

06/06/2007

\*\*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) Immediately exercisable.
- (2) Option vests in one-third annual installments beginning on 2/1/2007.
- (3) Registered in Annette W and John D Hudgions Jt Ten
- (4) Option vests in one-third annual installments beginning on 1/25/2008.
- (5) KSOP balance updated based upon current data.

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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