Wolking Christopher A Form 4 February 02, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

burden hours per 0.5

5. Relationship of Reporting Person(s) to

Issuer

Estimated average response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

Wolking Christopher A

1. Name and Address of Reporting Person \*

			OLD NATIONAL BANCORP /IN/ [ONB]					(Check all applicable)		
(Last) 812 S ALVO	, , ,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/29/2009					_X_ Director _X_ Officer (gives below)		0% Owner other (specify
EVANOVIII	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
EVANSVIL	LE, IN 47714							Person		
(City)	(State)	(Zip)	Table	e I - Non-I	<b>Derivative</b>	Secur	ities Acq	uired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Executi any	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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								196.87	D (1)	
COMMON STOCK	01/29/2009			A	2,350	A	\$ 13.31	29,151	D	
COMMON STOCK	01/29/2009			A	2,350	A	\$ 13.31	31,501	D	
COMMON STOCK	01/29/2009			A	4,700	A	\$ 13.31	36,201	D	
COMMON STOCK								6,532.288	I (3)	ONB KSOP

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COMMON STOCK	2,733.917	D (2)	
COMMON STOCK	3,400.143	D	
COMMON STOCK	535	I	GAIL S WOLKING - SPOUSE

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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)	Code	5. Number or Derivative Securities Acquired (or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Sect (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION	\$ 21.7						06/27/2001(7)	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.7						02/01/2002(7)	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.59						01/22/2003(7)	01/22/2012	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.68						01/31/2004(7)	01/31/2013	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.43						12/31/2004(7)	02/02/2014	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.65						02/01/2007(7)	02/24/2016	COMMON STOCK

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EMPLOYEE STOCK OPTION	\$ 18.43				01/25/2008(5)	01/25/2017	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 15.29				02/01/2009(6)	01/24/2018	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 13.31	01/29/2009	A	15,000	02/01/2010(4)	01/29/2019	COMMON STOCK

### **Reporting Owners**

Reporting Owner Name / Address				
•	Director	10% Owner	Officer	Other
Wolking Christopher A 812 S ALVORD BLVD	X		SEVP - CFO	
EVANSVILLE, IN 47714				

## **Signatures**

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

02/02/2009

\*\*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) Registered as joint tenants Christopher & Gail Wolking
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Option vests in one-third annual installments beginning on 1/29/2010.
- (5) Option vests in one-third annual installments beginning on 1/25/2008.
- (6) Option vests in one-third annual installments beginning on 1/24/2009.
- (7) Immediately exercisable.

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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