#### OLD NATIONAL BANCORP /IN/

Form 4

October 19, 2009

# FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

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26,568

6,706.974

2,733.917

6,109.624

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 $I^{(3)}$ 

 $D^{(2)}$ 

D

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

**COMMON** 

**COMMON** 

**COMMON** 

**COMMON** 

**STOCK** 

**STOCK** 

**STOCK** 

**STOCK** 

(Print or Type Responses)

1 Name and Address of Departing De

| 1. Name and Ad<br>Wolking Chri       | Symbol                      | OLD NATIONAL BANCORP /IN/ |   |   |                     | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable) |  |  |   |  |
|--------------------------------------|-----------------------------|---------------------------|---|---|---------------------|--|--|--|---|--|
| (Last) ONE MAIN                      | (First)                     | (Midd                     | (Month/Day  | 3. Date of Earliest Transaction (Month/Day/Year) 10/16/2009 |                     |  |  | Director 10% Owner Other (specify below) SEVP - CFO  |   |  |
| (Street) EVANSVILLE, IN 47708        |                             |                           |   | 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 Person |   |  |
| (City)                               | (State)                     | (Zip                      | ) Table   | I - Non-De  | rivative S          | ecurities A  | cquired, Disposed  | of, or Benefic   | cially Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transactio<br>(Month/Day | /Year) l                  | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8)                     | Disposed (Instr. 3, | l (A) or<br>l of (D)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)   | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| COMMON<br>STOCK                      |                             |                           |   |   |                     |  | 204.034  | D (1)  |   |  |

ONB KSOP

### Edgar Filing: OLD NATIONAL BANCORP /IN/ - Form 4

GAIL S **COMMON** I 535 **WOLKING STOCK** - SPOUSE

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | Securitie | ve<br>es<br>d (A)<br>osed of | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Ame<br>Underlying Secu<br>(Instr. 3 and 4) |
|---|---|--------------------------------------|---|--|-----------|------------------------------|--|--------------------|---|
|   |   |                                      |   | Code V                                 | (A)       | (D)                          | Date Exercisable   | Expiration<br>Date | Title   |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 21.7   |                                      |   |  |           |                              | 06/27/2001(7)  | 06/27/2011         | COMMON<br>STOCK   |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 21.7   |                                      |   |  |           |                              | 02/01/2002(7)  | 06/27/2011         | COMMON<br>STOCK   |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 20.59  |                                      |   |  |           |                              | 01/22/2003(7)  | 01/22/2012         | COMMON<br>STOCK   |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 20.68  |                                      |   |  |           |                              | 01/31/2004(7)  | 01/31/2013         | COMMON<br>STOCK   |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 20.43  |                                      |   |  |           |                              | 12/31/2004(7)  | 02/02/2014         | COMMON<br>STOCK   |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 21.65  |                                      |   |  |           |                              | 02/01/2007(7)  | 02/24/2016         | COMMON<br>STOCK   |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 18.43  |                                      |   |  |           |                              | 01/25/2008(5)  | 01/25/2017         | COMMON<br>STOCK   |
| EMPLOYEE<br>STOCK                                   | \$ 15.29  |                                      |   |  |           |                              | 02/01/2009(6)  | 01/24/2018         | COMMON<br>STOCK   |

**OPTION** 

**OPTION** 

PHANTOM \$ 10.45 STOCK (8) 10/16/2009 P 28.433 (9) (9) COMMON STOCK

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wolking Christopher A

ONE MAIN ST SEVP - CFO

**EVANSVILLE, IN 47708** 

## **Signatures**

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

10/19/2009

\*\*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.
- (8) Shares of phantom stock acquired under ONB's Executive Deferred Compensation Plan.
- (9) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

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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