

Wolking Christopher A
Form 4
May 29, 2012

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wolking Christopher A

2. Issuer Name **and** Ticker or Trading
Symbol

OLD NATIONAL BANCORP /IN/
[ONB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

05/25/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SEVP - CFO

ONE MAIN ST

(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
Person

EVANSVILLE, IN 47708

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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				(A) or (D)	50,868.75	D	
COMMON STOCK				(A) or (D)	216.028	D ⁽¹⁾	
COMMON STOCK				(A) or (D)	17,171.788	I ⁽³⁾	ONB KSOP
COMMON STOCK				(A) or (D)	2,933.917	D ⁽²⁾	
COMMON STOCK				(A) or (D)	17,944.18	D ⁽¹¹⁾	

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COMMON STOCK	296.25	D ⁽⁹⁾	
COMMON STOCK	535	I	GAIL S WOLKING - SPOUSE

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
EMPLOYEE STOCK OPTION	\$ 20.68							01/31/2004 ⁽⁷⁾	01/31/2013	COMMON STOCK	2.675
EMPLOYEE STOCK OPTION	\$ 20.43							12/31/2004 ⁽⁷⁾	02/02/2014	COMMON STOCK	2.675
EMPLOYEE STOCK OPTION	\$ 21.65							02/01/2007 ⁽⁷⁾	02/24/2016	COMMON STOCK	2.675
EMPLOYEE STOCK OPTION	\$ 18.43							01/25/2008 ⁽⁵⁾	01/25/2017	COMMON STOCK	2.675
EMPLOYEE STOCK OPTION	\$ 15.29							02/01/2009 ⁽⁶⁾	01/24/2018	COMMON STOCK	2.675
EMPLOYEE STOCK OPTION	\$ 13.31							02/01/2010 ⁽⁴⁾	01/29/2019	COMMON STOCK	2.675
PHANTOM STOCK	\$ 11.86 (10)	05/25/2012		P		2.675		(8)	(8)	COMMON STOCK	2.675

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wolking Christopher A ONE MAIN ST EVANSVILLE, IN 47708	SEVP - CFO

Signatures

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

05/29/2012

____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 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.
- (9) Old National Bancorp Employee Stock Purchase Plan.
- (10) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (11) Vesting of one third service based restricted stock net of applicable withholding taxes.

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

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