

OLD NATIONAL BANCORP /IN/
Form 4
February 28, 2013

FORM 4

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

OMB APPROVAL

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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES ROBERT G

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)
ONE MAIN ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT AND CEO

EVANSVILLE, IN 47708
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| COMMON STOCK | 02/26/2013 | | F | 9,950 (1) D \$ 13.43 | 228,599 (2) (3) | D | |
| COMMON STOCK | | | | | 65,490 | D (4) | |
| COMMON STOCK | | | | | 2,992.862 | I (5) | ONB KSOP |
| COMMON STOCK | | | | | 10,500 | D (6) | |
| COMMON STOCK | | | | | 3,757 | D (7) | |

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

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(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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| EMPLOYEE STOCK OPTION | \$ 23.99 | | | | | 09/07/2005 | 09/07/2014 | COMMON STOCK | 26,25 |
| EMPLOYEE STOCK OPTION | \$ 21.65 | | | | | 02/01/2007 | 02/24/2016 | COMMON STOCK | 45,90 |
| EMPLOYEE STOCK OPTION | \$ 18.43 | | | | | 01/25/2008 | 01/25/2017 | COMMON STOCK | 59,10 |
| EMPLOYEE STOCK OPTION | \$ 15.29 | | | | | 02/01/2009 | 01/24/2018 | COMMON STOCK | 70,00 |
| EMPLOYEE STOCK OPTION | \$ 13.31 | | | | | 02/01/2010 | 01/29/2019 | COMMON STOCK | 49,00 |
| PHANTOM STOCK | \$ 12.02 <u>(9)</u> | | | | | <u>(8)</u> | <u>(8)</u> | COMMON STOCK | 207.9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JONES ROBERT G ONE MAIN ST EVANSVILLE, IN 47708 | X | | PRESIDENT AND CEO | |

Signatures

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

02/28/2013

__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) Shares withheld by Registrant to satisfy withholding requirements on vesting of restricted stock units granted to the reporting person on 2/1/2010.
- (2) Includes 180,244 restricted stock units and 48,355 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) Beneficial ownership amount accounts for exempt acquisitions under Rule 16a-11 of an aggregate of 2,490 shares pursuant to the reinvestment of dividends.
- (4) Shares held with a broker.
- (5) KSOP balance updated based upon current data.
- (6) Shares held in Oltrust FBO Robert and Lisa Jones.
- (7) Old National Bancorp Employee Stock Purchase Plan.
- (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) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

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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