

OLD NATIONAL BANCORP /IN/

Form 4

March 29, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kissel Joan

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)
03/24/2016

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

CORPORATE CONTROLLER

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-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 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	02/01/2016		D	V 1,125 D (A) or (D)	\$ 11.67 27,525 ⁽¹⁾	D	
COMMON STOCK	02/01/2016		F	V 707 ⁽⁵⁾ A	\$ 11.67 28,232	D	
COMMON STOCK	02/26/2016		D	V 4,125 ⁽⁶⁾ D	\$ 11.38 24,107	D	
COMMON STOCK	03/15/2016		J	V 142 A	\$ 11.97 24,249 ⁽¹⁾	D	
COMMON STOCK					1,586 ⁽²⁾	I	ONB KSOP

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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)	8. Amount or Number of Shares
PHANTOM STOCK	\$ 11.9 ⁽³⁾	03/15/2016		J	V 2	⁽⁴⁾ ⁽⁴⁾	COMMON STOCK	2 ⁽³⁾
PHANTOM STOCK	\$ 11.88 ⁽³⁾	03/24/2016		P	33	⁽⁴⁾ ⁽⁴⁾	COMMON STOCK	33 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kissel Joan ONE MAIN ST EVANSVILLE, IN 47708	CORPORATE CONTROLLER

Signatures

JEFFREY L KNIGHT, EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL, AS
ATTORNEY-IN-FACT

03/29/2016

 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) Includes 9,000 restricted stock units, 2,001 restricted stock shares and 13,248 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (2) KSOP balance updated based upon current data.

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- (3) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (4) 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.
- (5) Vesting of one-third service based restricted stock net of applicable withholding taxes.
- (6) The original shares granted were decreased based upon the final determination of the satisfaction of the performance factors described in the Old National Bancorp 2008 Incentive Compensation Plan Performance Share Award Agreement.

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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