

HINTON MICHAEL R  
 Form 4  
 February 24, 2003

FORM 4

UNITED STATES SECURITIES AND  
 EXCHANGE COMMISSION  
 Washington, DC 20549

STATEMENT OF CHANGES IN  
 BENEFICIAL OWNERSHIP

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 194

OMB  
 APPROVAL  
 OMB Number:  
 3235-0287  
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 31, 2005

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 hours per  
 response...0.5

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

(Print or Type Responses)

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1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)																	
Hinton, Michael R.			Old National Bancorp ONB			<table border="1"> <tr> <td><input type="checkbox"/></td> <td>Director</td> <td><input type="checkbox"/></td> <td>10% Owner</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td>Officer (give title below)</td> <td colspan="2">Other (specify below)</td> </tr> </table>			<input type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner	<input checked="" type="checkbox"/>	Officer (give title below)	Other (specify below)								
<input type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner																				
<input checked="" type="checkbox"/>	Officer (give title below)	Other (specify below)																					
<table border="1"> <tr> <td>(Last)</td> <td>(First)</td> <td>(Middle)</td> </tr> <tr> <td colspan="3">10900 Browning Road</td> </tr> <tr> <td colspan="3">(Street)</td> </tr> <tr> <td colspan="3">Evansville, IN 47711</td> </tr> <tr> <td>(City)</td> <td>(State)</td> <td>(Zip)</td> </tr> </table>			(Last)	(First)	(Middle)	10900 Browning Road			(Street)			Evansville, IN 47711			(City)	(State)	(Zip)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year		
(Last)	(First)	(Middle)																					
10900 Browning Road																							
(Street)																							
Evansville, IN 47711																							
(City)	(State)	(Zip)																					
						February 6, 2003																	
			5. If Amendment, Date of Original (Month//Day/Year)			<table border="1"> <tr> <td><input checked="" type="checkbox"/></td> <td>Form filed by One Reporting Person</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Form filed by More than One Reporting Person</td> </tr> </table>			<input checked="" type="checkbox"/>	Form filed by One Reporting Person	<input type="checkbox"/>	Form filed by More than One Reporting Person											
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Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																							
1. Title of Security (Instr. 3)			2A. Transaction Date (Month/Day/Year), if		2B. Transaction Code (Instr. 8)		3. Transaction Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially		6. Ownership Form (Direct (D))		7. Nature of Ownership (Indirect Beneficial Ownership)										

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	Day (Month/Day/Year)	Code (Instr. 4)	V	Amount	(A) or (D)	Price	Owned or Reported Transaction(s)	Following Reported Transaction(s)	Indirect (Instr. 4)
Common stock						9,322.150	D		
Common stock	02/06/03	L	V	4.243	A	23.02634.699	I1		
Common stock						19,655.493	I2		
Common stock						1,034.755	I3		
Common stock						843.000	I4		
Common stock						8,187.900			
D Michael R Hinton									
I1 Michael Hinton CF Taylor Hinton									
I2 ONB Emp Savings and Profit Sharing Plan									
I3 Debra D Hinton spouse									
I4 Debra D Hinton spouse broker held									
I5 Debra D Hinton spouse									

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

FORM 4 (continued)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 4)	5. Number of Derivative Securities Acquired or Disposed of (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. Price of Derivative Security (Instr. 3 and 5)	9. Number of Derivative Securities Owned or Reported Following Transaction(s)	10. Ownership of Derivative Security (Instr. 4)

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		Date/Year)		(A)	(D)	Date Expiration Exercisable Date	Title	Amount or Number of Shares	(Instr. 4)	Indirect (Instr. 4)	
		Code	V								
Employee Stock Option	\$23.9365	6/27/01	A	V	(1)	6/27/2011	comm stock	78,057	N/A	78,057	Direct (D)
Right to Buy											
Employee Stock Option	\$23.9365	6/27/01	A	V	(2)	6/27/2011	comm stock	14,433	N/A	14,433	Direct (D)
Right to Buy											
Employee Stock Option	\$22.6952	1/22/02	A	V	(3)	1/22/2012	comm stock	87,150	N/A	87,150	Direct (D)
Right to Buy											
Employee Stock Option	\$22.8000	1/31/03	A	V	(4)	1/31/2013	comm stock	130,000	N/A	130,000	Direct (D)
Right to Buy											

Explanation of Responses:

(1) The Option vests in 4 equal annual installments beginning on February 1, 2002.\* (\*) Subject to Accelerated Vesting in

Certain Circumstances.

(2) The Option is Immediately Exercisable.

(3) The Option vests in 4 equal annual installments beginning on January 22, 2003.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.

(4) The Option vests in 4 equal annual installments beginning on January 31, 2004.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.

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		**Signature of Reporting Person		Date
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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

Last Update: 09/05/2002