

HUDGIONS ANNETTE W
 Form 4
 February 24, 2003

FORM 4

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)

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 1940

OMB APPROVAL
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0

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)											
Hudgions, Annette W.			Old National Bancorp ONB			<table border="1"> <tr> <td></td> <td>Director</td> <td>10% Own</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">President and CEO Old National Service Division</td> </tr> </table>				Director	10% Own	X	Officer (give title below)	Other (specify below)	President and CEO Old National Service Division		
	Director	10% Own															
X	Officer (give title below)	Other (specify below)															
President and CEO Old National Service Division																	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year											
	800 S Main Street					February 6, 2003											
(Street)			5. If Amendment, Date of Original (Month//Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)											
Henderson, KY 42420						X Form filed by One Reporting Person											
(City) (State) (Zip)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			Form filed by More than One Reporting Person											
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		2A. Deemed Election Date, if any		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned		6. Ownership Form: Direct (D) Indirect (I) Other (O)		7. Nature of Beneficial Ownership		

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	Day/Year) (Month/Day/ Year)	(Month/Day/ Year)	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or (I) (Instr. 4)	Indirect (Instr. 4)
Common stock							4,606.665	D	
Common stock	02/06/03		L	2.172	A	23.0243	361.220	D1	
Common stock							4,877.481	I2	
D Annette Hudgions									
D1 Annette W and John D Hudgions									
I2 ONB Emp Savings and Profit Sharing Plan									

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed (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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	

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					and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)				
Employee Stock Option Right to Buy	\$23.9363	6/27/01	A	V	29,106		(1)	6/27/2011	common stock	29,106
Employee Stock Option Right to Buy	\$22.6952	1/22/02	A	V	32,025		(2)	1/22/2012	common stock	32,025
Employee Stock Option Right to Buy	\$22.8000	1/31/03	A	V	40,000		(3)	1/31/2013	common stock	40,000

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

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

**Signature of Reporting
Person

Date

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