

POELKER JOHN S
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
OMB Number: 3235-0287
Expires: January 31, 2005

Estimated average burden hours per response...0.5

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) | | | | | | | | | | | | |
|--|--|--------------------------------------|--|---|--|---|--|--|---|--|-----------|--|----------------------------|--|--|--|--|--|
| Poelker, John S. | | | Old National Bancorp ONB | | | <table border="1"> <tr> <td></td> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">Executive Vice President Chief Financial Officer</td> </tr> </table> | | | | Director | 10% Owner | X | Officer (give title below) | Other (specify below) | Executive Vice President Chief Financial Officer | | | |
| | Director | 10% Owner | | | | | | | | | | | | | | | | |
| X | Officer (give title below) | Other (specify below) | | | | | | | | | | | | | | | | |
| Executive Vice President Chief Financial Officer | | | | | | | | | | | | | | | | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year | | | | | | | | | | | | |
| 2266 Highway 261 | | | | | | February 24, 2003 | | | | | | | | | | | | |
| (Street) | | | 5. If Amendment, Date of Original (Month//Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | | | | | | |
| Newburgh, IN 47630 | | | | | | <table border="1"> <tr> <td>X</td> <td>Form filed by One Reporting Person</td> </tr> <tr> <td></td> <td>Form filed by More than One Reporting Person</td> </tr> </table> | | | X | Form filed by One Reporting Person | | Form filed by More than One Reporting Person | | | | | | |
| 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 Election 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 | | 6. Ownership or Control (Instr. 4) | | 7. Nature of Beneficial Ownership (Instr. 4) | | | | |
| | | | | | | | | <table border="1"> <tr> <th>Amount</th> <th>(A)</th> <th>Price</th> </tr> </table> | | Amount | (A) | Price | | | | | | |
| Amount | (A) | Price | | | | | | | | | | | | | | | | |

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| | | | | | | | | Date Exercisable | Expiration Date | | Am o Nur o Sh |
|--|-----------|---------|--|---|---|---------|--|---------------------|--------------------|-----------------|---------------------------|
| Employee Stock Option Right to Buy | \$23.9365 | 6/27/01 | | A | V | 78,057 | | (1) | 6/27/2011 | common stock | 78 |
| Employee Stock Option Right to Buy | \$23.9365 | 6/27/01 | | A | V | 15,591 | | (2) | 6/27/2011 | common stock | 15 |
| Employee Stock Option Right to Buy | \$22.6952 | 1/22/02 | | A | V | 87,150 | | (3) | 1/22/2012 | common stock | 87 |
| Employee Stock Option Right to Buy | \$22.8000 | 1/31/03 | | A | V | 110,000 | | (4) | 1/31/2013 | common stock | 110 |
| | | | | | | | | | | | |
| | | | | | | | | | | | |

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

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