

OLD NATIONAL BANCORP /IN/

Form 4

June 02, 2005

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 *
Knight Jeffrey L

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)

330 LARGO COURT

(Street)

EVANSVILLE, IN 47712

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2005

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EXECUTIVE VP-GENERAL COUNSEL

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK				(A) or (D)	1,612.8	D	
COMMON STOCK					114.642	D ⁽¹⁾	
COMMON STOCK					6,025.959	I	ONB ESOP
COMMON STOCK					9,495	D	
COMMON STOCK	05/10/2005		L V	0.257 A \$ 19.4411	45.774	I	CUSTODIAN FOR ABIGAIL

COMMON STOCK	05/25/2005	J	V	0.25	A	\$ 20.0322	46.024	I	KNIGHT, DAUGHTER CUSTODIAN FOR ABIGAIL KNIGHT, DAUGHTER
COMMON STOCK	05/10/2005	L	V	0.257	A	\$ 19.4411	38.855	I	CUSTODIAN FOR CAROLINE KNIGHT, DAUGHTER
COMMON STOCK	05/25/2005	L	V	0.25	A	\$ 20.0322	39.105	I	CUSTODIAN FOR CAROLINE KNIGHT, DAUGHTER
COMMON STOCK	05/10/2005	L	V	0.257	A	\$ 19.4411	46.937	I	CUSTODIAN FOR KATHRYN KNIGHT, DAUGHTER
COMMON STOCK	05/25/2005	L	V	0.25	A	\$ 20.0322	47.187	I	CUSTODIAN FOR KATHRYN KNIGHT, DAUGHTER
COMMON STOCK	05/10/2005	L	V	0.257	A	\$ 19.4411	44.148	I	CUSTODIAN FOR MARGARET KNIGHT, DAUGHTER
COMMON STOCK	05/25/2005	L	V	0.25	A	\$ 20.0322	44.398	I	CUSTODIAN FOR MARGARET KNIGHT, DAUGHTER

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

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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 or Num of Sh
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 ⁽²⁾ 06/27/2011	COMMON STOCK 11,1
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 ⁽³⁾ 06/27/2011	COMMON STOCK 6,9
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 ⁽⁴⁾ 01/22/2012	COMMON STOCK 12,9
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 ⁽⁵⁾ 01/31/2013	COMMON STOCK 17,6
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004 ⁽⁶⁾ 02/02/2014	COMMON STOCK 1,9

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712	EXECUTIVE VP-GENERAL COUNSEL

Signatures

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS
ATTORNEY-IN-FACT 06/02/2005

__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) REGISTERED AS JOINT TENANTS - JEFFREY L AND ERIN E KNIGHT

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- (2) Vests in 4 equal annual installments beginning on 2/1/2002. Subject to accelerated vesting in certain circumstances.
- (3) Immediately exercisable.
- (4) Vests in 4 equal annual installments beginning on 1/22/2003. Subject to accelerated vesting in certain circumstances.
- (5) Vests in 4 equal annual installments beginning on 1/31/2004. Subject to accelerated vesting in certain circumstances.
- (6) Vests 100% on December 31, 2004.

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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