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Knight Jeffre Form 4	•									
February 02, FORM	Л								OMB AF	PROVAL
	UNITE	D STATE		ITIES A			NGE CO	OMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or					BENEF		L OWN	ERSHIP OF	Expires: Estimated a burden hour response	
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue. Section 1	7(a) of the		ility Hol	ding Cor	npany	Act of 1	Act of 1934, 935 or Section	·	
(Print or Type R	esponses)									
1. Name and A Knight Jeffre	ddress of Reporti ey L	ng Person <u>*</u>	Symbol	Name and]	5. Relationship of I ssuer		
			[ONB]					(Check	all applicable)
(Last) 330 LARGC	(First)	(Middle)	3. Date of (Month/D 01/29/20	ay/Year)	ransaction			Director _X Officer (give below)		Owner er (specify
	(Street)		4. If Amer Filed(Mon		-	ıl	1	5. Individual or Joi Applicable Line) X_ Form filed by O	nt/Group Filin	g(Check
EVANSVIL	LE, IN 47712						-	Form filed by Mo Person		
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Securi	ties Acqu	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi any		Code (Instr. 8)	ionor Dispo (Instr. 3	(A) or) 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 Beneficia Ownership (Instr. 4)
COMMON STOCK								3,291.8	D	
COMMON STOCK								136.451	D	
COMMON STOCK								9,213.233 (<u>3)</u>	Ι	ONB KSOP
COMMON STOCK	01/29/2009			А	1,800	А	\$ 13.31	23,634	D	
COMMON STOCK	01/29/2009			А	1,800	А	\$ 13.31	25,434	D	

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COMMON STOCK	01/29/2009	А	3,600	A	\$ 13.31	29,034	D	
COMMON STOCK	01/05/2009	L '	V 0.281	А	\$ 17.7809	80.828	I	CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER
COMMON STOCK	01/20/2009	L	V 0.367	A	\$ 13.6219	81.195	I	CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER
COMMON STOCK	01/05/2009	L	V 0.281	A	\$ 17.7809	72.593	Ι	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	01/20/2009	L	V 0.367	A	\$ 13.6219	72.96	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	01/05/2009	L	V 0.281	A	\$ 17.7809	78.894	Ι	CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER
COMMON STOCK	01/20/2009	L	V 0.367	A	\$ 13.6219	79.261	Ι	CUSTODIAN FOR MARGARET R 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		

		(Instr. 3, 4 and 5)	,		
Code	V	(A)	(D)	Date Exercisable	Expiration Date

Title

EMPLOYEE STOCK OPTION	\$ 21.7				02/01/2002(4)	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.7				06/27/2001 <u>(4)</u>	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.59				01/22/2003(4)	01/22/2012	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.68				01/31/2004(4)	01/31/2013	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.43				12/31/2004 <u>(4)</u>	02/02/2014	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.65				02/01/2007(4)	02/24/2016	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 18.43				01/25/2008(1)	01/25/2017	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 15.29				02/01/2009 <u>(5)</u>	01/24/2018	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 13.31	01/29/2009	А	11,000	02/01/2010(2)	01/29/2019	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712			EVP-CHIEF LEGAL OFFICER				

Signatures

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT

**Signature of Reporting Person

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) Option vests in one-third annual installments beginning on 1/25/2008.
- (2) Option vests in one-third annual installments beginning on 1/29/2010.
- (3) KSOP balance updated based upon current data.
- (4) Immediately exercisable.
- (5) Option vests in one-third annual installments beginning on 1/24/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

02/02/2009

Date