OLD NATIONAL BANCORP /IN/

Form 4

March 03, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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Check this box

if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * JONES ROBERT G

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

OLD NATIONAL BANCORP /IN/ [ONB]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

X Director X_ Officer (give title

10% Owner Other (specify

1100 SUWANNEE

STOCK

02/02/2009

below)

PRESIDENT AND CEO

(Street)

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

11.5399

EVANSVILLE, IN 47725

(City)	(State) (Z	Zip) Table	e I - Noi	n-D	erivative S	ecurit	ies Acquire	d, Disposed of, or	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.	(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 Beneficial Ownership (Instr. 4)		
COMMON STOCK								61,545	D (2)	
COMMON STOCK								96,200	D	
COMMON STOCK	02/02/2009		F	V	1,986 (9)	A	\$ 12.73	10,703.519	D	
COMMON STOCK	02/05/2009		L	V	38.683	A	\$ 12.9255	10,742.202	D	
COMMON	02/20/2009		L	V	43.328	A	\$ 11 5300	10,785.53	D	

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COMMON	2,670.173	I	ONB
STOCK	(5)		KSOP
COMMON STOCK	10,500	D (6)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (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. Transactic Code (Instr. 8)	5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Share
EMPLOYEE STOCK OPTION	\$ 23.99					09/07/2005(1)	09/07/2014	COMMON STOCK	26,
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007(1)	02/24/2016	COMMON STOCK	45,
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008(4)	01/25/2017	COMMON STOCK	59,
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009(7)	01/24/2018	COMMON STOCK	70,
EMPLOYEE STOCK OPTION	\$ 13.31					02/01/2010(3)	01/29/2019	COMMON STOCK	49,
PHANTOM STOCK	\$ 11.59					<u>(8)</u>	<u>(8)</u>	COMMON STOCK	215

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
JONES ROBERT G 1100 SUWANNEE EVANSVILLE, IN 47725	X		PRESIDENT AND CEO					

Signatures

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

03/03/2009

**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) Immediately exercisable.
- (2) Shares held with a broker.
- (3) Option vests in one-third annual installments beginning on 1/29/2010.
- (4) Option vests in one-third annual installments beginning on 1/25/2008.
- (5) KSOP balance updated based upon current data.
- (6) Shares held in Oltrust FBO Robert and Lisa Jones.
- (7) Option vests in one-third annual installments beginning on 1/24/2009.
- (8) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.
- (9) Vesting of one-third service based stock net of applicable withholding taxes.

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.

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