#### Edgar Filing: Wolking Christopher A - Form 4

Wolking Christopher A Form 4 November 30, 2009 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Wolking Christopher A Issuer Symbol **OLD NATIONAL BANCORP /IN/** (Check all applicable) [ONB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) ONE MAIN ST 11/27/2009 SEVP - CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting EVANSVILLE, IN 47708 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of 6. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) any Code Disposed of (D) Beneficially Form: Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price COMMON 204.034  $D^{(1)}$ STOCK COMMON D 26,568 STOCK COMMON I (3) 6,706.974 ONB KSOP STOCK COMMON 2,733.917 D (2) STOCK COMMON 6,109.624 D STOCK

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COMMON			GAIL S
	535	Ι	WOLKING
STOCK			- SPOUSE

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

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# 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. Numb orDerivativ Securitie Acquired or Dispo (D) (Instr. 3, and 5)	ve es d (A) sed of	6. Date Exercisal Expiration Date (Month/Day/Yea		7. Title and Ame Underlying Secu (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION	\$ 21.7						06/27/2001 <u>(7)</u>	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.7						02/01/2002(7)	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.59						01/22/2003(7)	01/22/2012	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.68						01/31/2004(7)	01/31/2013	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.43						12/31/2004(7)	02/02/2014	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.65						02/01/2007(7)	02/24/2016	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 18.43						01/25/2008(5)	01/25/2017	COMMON STOCK
EMPLOYEE STOCK	\$ 15.29						02/01/2009 <u>(6)</u>	01/24/2018	COMMON STOCK

#### OPTION

EMPLOYEE STOCK OPTION	\$ 13.31				02/01/2010 <u>(4)</u>	01/29/2019	COMMON STOCK
PHANTOM STOCK	\$ 11.32 (8)	11/27/2009	Р	26.248	<u>(9)</u>	<u>(9)</u>	COMMON STOCK

## **Reporting Owners**

Reporting Owner Name / Address		Relat					
	Director	10% Owner	Officer	Other			
Wolking Christopher A ONE MAIN ST EVANSVILLE, IN 47708			SEVP - CFO				
Signatures							
JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT 11/30/2009							
	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 Christopher & Gail Wolking
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Option vests in one-third annual installments beginning on 1/29/2010.
- (5) Option vests in one-third annual installments beginning on 1/25/2008.
- (6) Option vests in one-third annual installments beginning on 1/24/2009.
- (7) Immediately exercisable.
- (8) Shares of phantom stock acquired under ONB's Executive Deferred Compensation Plan.
- (9) 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.

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.