Wolking Christopher A Form 4 January 09, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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response...

5. Relationship of Reporting Person(s) to

13,347.18

D

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

STOCK

(Print or Type Responses)

1. Name and Address of Reporting Person *

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 01/06/2012 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 Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Owned Ownership (Month/Day/Year) (Instr. 8) Direct (D) or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price **COMMON** 216.028 $\mathbf{D}^{(1)}$ **STOCK COMMON** 39,935.75 D STOCK **COMMON** $I^{(3)}$ 7,125.077 ONB KSOP **STOCK COMMON** 2,933.917 $D^{(2)}$ **STOCK** COMMON

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COMMON STOCK						535	I	GAIL S WOLKING - SPOUSE
COMMON STOCK	12/30/2011	L	V 54.213	A	\$ 11.0675	296.25 (9)	D	

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

3. Transaction Date 3A. Deemed

1. Title of

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SEC 1474

(9-02)

6. Date Exercisable and

5. Number

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

Derivative Security (Instr. 3)	Conversion (Month/Day/Year) Execution Date, if Transacti or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security		Securit	ivative ries red	Expiration Date (Month/Day/Year)		Underlying Secur (Instr. 3 and 4)		
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A C N
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 OPTION	\$ 15.29					02/01/2009(6)	01/24/2018	COMMON STOCK	1
EMPLOYEE STOCK	\$ 13.31					02/01/2010(4)	01/29/2019	COMMON STOCK	

7. Title and Amou

OPTION

PHANTOM \$11.95 STOCK $\frac{(10)}{(10)}$ 01/06/2012 P 2.536 $\frac{(8)}{(10)}$ COMMON STOCK

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wolking Christopher A

ONE MAIN ST SEVP - CFO

EVANSVILLE, IN 47708

Signatures

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

01/10/2012

**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 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 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) Old National Bancorp Employee Stock Purchase Plan.
- (10) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

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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