Wolking Christopher A Form 4 February 25, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per response... 0.5

Estimated average

5. Relationship of Reporting Person(s) to

Issuer

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

obligations may continue. See Instruction

1. Name and Address of Reporting Person \*

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Wolking Christopher A

				OLD NATIONAL BANCORP /IN/ [ONB]					(Check all applicable)				
(Last) (First) (Middle)  ONE MAIN ST				3. Date of Earliest Transaction (Month/Day/Year) 02/01/2013					Director 10% Owner X Officer (give title Other (specify below) SEVP - CFO				
(Street) EVANSVILLE, IN 47708			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
	(City)	(State)	(Zip)							Person uired, Disposed of, or Beneficially Owned			
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	te 2A. Dee		3. Transa Code (Instr.	actio	4. Securion(A) or Di (Instr. 3,	ties A	cquired d of (D)	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)	
	STOCK									222.296	D (1)		
	COMMON STOCK	02/01/2013			D	V	2,500	D	\$0	67,358.75	D		
	COMMON STOCK	02/01/2013			D	V	3,000	D	\$0	64,358.75	D		
	COMMON STOCK	02/01/2013			D	V	1,500	D	\$ 0	62,858.75	D		
	COMMON STOCK									7,316.044	I (3)	ONB KSOP	

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COMMON STOCK							2,933.917	D (2)	
COMMON STOCK							507.248	D (4)	
COMMON STOCK							535	I	GAIL S WOLKING - SPOUSE
COMMON STOCK	02/01/2013	F	V	1,573	A	\$ 13.59	20,833.18	D (8)	
COMMON STOCK	02/01/2013	F	V	1,888	A	\$ 13.59	22,721.18	D (8)	
COMMON STOCK	02/01/2013	F	V	1,028	A	\$ 13.59	23,749.18	D (8)	
COMMON STOCK	02/20/2013	G	V	1,000	D	\$0	22,749.18	D	

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.

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	•		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004(5)	02/02/2014	COMMON STOCK	2,1
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007(5)	02/24/2016	COMMON STOCK	15,5
EMPLOYEE STOCK	\$ 18.43					01/25/2008(5)	01/25/2017	COMMON STOCK	19,6

(9-02)

**OPTION** 

EMPLOYEE STOCK OPTION	\$ 15.29	02/01/2009(5)	01/24/2018	COMMON STOCK	25,0
EMPLOYEE STOCK OPTION	\$ 13.31	02/01/2010(5)	01/29/2019	COMMON STOCK	15,0
PHANTOM STOCK	\$ 12.02 (7)	<u>(6)</u>	<u>(6)</u>	COMMON STOCK	2.6

SEVP - CFO

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wolking Christopher A

**EVANSVILLE, IN 47708** 

## **Signatures**

ONE MAIN ST

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

02/25/2013

\*\*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) Old National Bancorp Employee Stock Purchase Plan.
- (5) Immediately exercisable.
- (6) 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.
- (7) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (8) Vesting of one-third service based restricted 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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