

Wolking Christopher A
 Form 4
 February 28, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wolking Christopher A

2. Issuer Name and Ticker or Trading Symbol
 OLD NATIONAL BANCORP /IN/ [ONB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE MAIN ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/26/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SEVP - CFO

EVANSVILLE, IN 47708
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 | 02/26/2013 | | F | (A) or (D) Amount: 3,034 Price: \$ 13.43 | 81,681 (2) (3) | D | |
| COMMON STOCK | | | | | 7,316 | I (5) | ONB KSOP |
| COMMON STOCK | | | | | 507 | D (6) | |
| COMMON STOCK | | | | | 2,934 | D (4) | |
| COMMON STOCK | | | | | 535 | I | GAIL S WOLKING - SPOUSE |

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

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SEC 1474
(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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| EMPLOYEE STOCK OPTION | \$ 20.43 | | | | | 12/31/2004 02/02/2014 | COMMON STOCK | 2,100 |
| EMPLOYEE STOCK OPTION | \$ 21.65 | | | | | 02/01/2007 02/24/2016 | COMMON STOCK | 15,500 |
| EMPLOYEE STOCK OPTION | \$ 18.43 | | | | | 01/25/2008 01/25/2017 | COMMON STOCK | 19,600 |
| EMPLOYEE STOCK OPTION | \$ 15.29 | | | | | 02/01/2009 01/24/2018 | COMMON STOCK | 25,000 |
| EMPLOYEE STOCK OPTION | \$ 13.31 | | | | | 02/01/2010 01/29/2019 | COMMON STOCK | 15,000 |
| PHANTOM STOCK | \$ 12.02 <u>(8)</u> | | | | | <u>(7)</u> <u>(7)</u> | COMMON STOCK | 2.64 |

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

02/28/2013

__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) Shares withheld by Registrant to satisfy withholding requirements on vesting of restricted stock units granted to the reporting person on 2/1/2010.
- (2) Includes 41,190 restricted stock units, 11,000 restricted stock shares and 29,491 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) Beneficial ownership amount accounts for exempt acquisitions under Rule 16a-11 of an aggregate of 760 shares pursuant to the reinvestment of dividends.
- (4) Shares held with a broker.
- (5) KSOP balance updated based upon current data.
- (6) Old National Bancorp Employee Stock Purchase Plan.
- (7) 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.
- (8) 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.

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