

OLD NATIONAL BANCORP /IN/
Form 4
January 26, 2015

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 *
Ellspermann Caroline J

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)
01/22/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PRESIDENT - WEALTH MANAGEMENT

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)
			Code	V Amount (D) Price			
COMMON STOCK	01/22/2015		A	11,000 A \$ 14.14	61,344 ⁽¹⁾	D	
COMMON STOCK					1,444.404	D ⁽²⁾	
COMMON STOCK					6,337	D ⁽³⁾	
COMMON STOCK					5,186 ⁽⁴⁾	I	CAROLINE ELLSPERMAN - ONB KSOP
COMMON STOCK					5,600 ⁽⁴⁾	I	KENNETH ELLSPERMAN

COMMON STOCK 01/22/2015 A 7,000 A \$ 14.14 13,000 D ⁽⁵⁾

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. 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	\$ 21.65			V	(A)	02/01/2007 ⁽⁶⁾ 02/24/2016	COMMON STOCK	8,7
EMPLOYEE STOCK OPTION	\$ 18.43			V	(A)	01/25/2008 01/25/2017	COMMON STOCK	12,3
EMPLOYEE STOCK OPTION	\$ 15.29			V	(A)	02/01/2009 01/24/2018	COMMON STOCK	12,0
EMPLOYEE STOCK OPTION	\$ 13.31			V	(A)	02/01/2010 01/29/2019	COMMON STOCK	7,0
EMPLOYEE STOCK OPTION	\$ 20.43			V	(A)	12/31/2004 ⁽⁶⁾ 02/02/2014	COMMON STOCK	1,4

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Ellspermann Caroline J
ONE MAIN ST
EVANSVILLE, IN 47708

PRESIDENT - WEALTH MANAGEMENT

Signatures

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

01/26/2015

__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) Includes 34,501 restricted stock units, 8,584 restricted stock shares and 18,259 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (2) Registered as Caroline Ellspermann IRA - held by broker.
- (3) Registered as joint tenants - Kenneth and Caroline Ellspermann - held by broker.
- (4) KSOP Shares updated to include current balance.
- (5) Kenneth Ellspermann performance based restricted stock grant.
- (6) Immediately exercisable.

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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