

OLD NATIONAL BANCORP /IN/

Form 4

July 11, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Knight Jeffrey L

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)

06/15/2016

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

EVP-CHIEF LEGAL OFFICER

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

EVANSVILLE, IN 47708

(City) (State) (Zip)

**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 | (A) or (D) | Price      |                                                                                               |                                                          |                                                       |
| COMMON STOCK                    |                                      |                                                    |                                |                                                                   |        |            |            | 10,746 <sup>(2)</sup>                                                                         | I                                                        | ONB KSOP                                              |
| COMMON STOCK                    | 06/15/2016                           |                                                    | J                              | V                                                                 | 1      | A          | \$ 12.6186 | 101                                                                                           | I                                                        | CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER             |
| COMMON STOCK                    | 06/15/2016                           |                                                    | J                              | V                                                                 | 1      | A          | \$ 12.6186 | 109                                                                                           | I                                                        | MARGARET R KNIGHT, DAUGHTER                           |
|                                 | 06/15/2016                           |                                                    | J                              | V                                                                 | 3      | A          |            | 293                                                                                           | D <sup>(3)</sup>                                         |                                                       |

|              |            |   |   |    |            |                       |                      |
|--------------|------------|---|---|----|------------|-----------------------|----------------------|
| COMMON STOCK |            |   |   |    | \$ 12.6186 |                       |                      |
| COMMON STOCK | 06/30/2016 | L | V | 10 | A          | \$ 11.9035            | 303 D <sup>(1)</sup> |
| COMMON STOCK |            |   |   |    |            | 72,269 <sup>(1)</sup> | D                    |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| EMPLOYEE STOCK OPTION                      | \$ 18.43                                               |                                      |                                                    |                                |                                                                                         | 01/25/2008 01/25/2017                                    | COMMON STOCK 16,500                                           |
| EMPLOYEE STOCK OPTION                      | \$ 15.29                                               |                                      |                                                    |                                |                                                                                         | 02/01/2009 01/24/2018                                    | COMMON STOCK 19,700                                           |
| EMPLOYEE STOCK OPTION                      | \$ 13.31                                               |                                      |                                                    |                                |                                                                                         | 02/01/2010 01/29/2019                                    | COMMON STOCK 11,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                    |
|---------------------------------------------------------|----------------------------------|
|                                                         | Director 10% Owner Officer Other |
| Knight Jeffrey L<br>ONE MAIN ST<br>EVANSVILLE, IN 47708 | X<br>EVP-CHIEF LEGAL OFFICER     |

## Signatures

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

07/11/2016

\_\_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 28,500 restricted stock units, 6,417 restricted stock shares and 37,352 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (2) KSOP balance updated based upon current data.
- (3) Old National Bancorp Employee Stock Purchase Plan.

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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