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OLD NATIONAL BANCORP /IN/
Form 8-A12B
April 16, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF
SECURITIES PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

OLD NATIONAL BANCORP
(Exact Name of Registrant as
Specified in its Charter)

ONB CAPITAL TRUST II
(Exact Name of Registrant as
Specified in its Charter)

Indiana
(State or other jurisdiction)

Delaware
(State or other jurisdiction)

33-1539838
(I.R.S. Employer Identification Number)

33-6687058
(I.R.S. Employer Identification Number)

420 Main Street
Evansville, Indiana 47708
(812) 464-1434
(Address, including zip code,
and telephone number, including area
code of registrant's principal
executive offices)

420 Main Street
Evansville, Indiana 47708
(812) 464-1434
(Address, including zip code,
and telephone number, including area
code of registrant's principal
executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

8.00 % Trust Preferred Securities

New York Stock Exchange

If this Form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. [X]

If this Form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates:
333-87573

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

The Trust Preferred Securities have been issued by ONB Capital Trust
II and guaranteed by Old National Bancorp to the extent set forth in

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the guarantee of Old National Bancorp. The description of the securities to be registered appearing on pages S-15 through S-17 (under the caption "Certain Terms of the Preferred Securities") and pages S-19 through S-23 (under the caption "United States Federal Income Taxation") of the prospectus supplement filed with the Securities and Exchange Commission on April 9, 2002 pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, and on pages 18 through 28 (under the caption "Description of Capital Securities") and pages 28 through 30 (under the caption "Description of Guarantees") of the prospectus dated February 29, 2000, in each case relating to Registration Statement No. 333-87573, is hereby incorporated by reference in answer to this Item.

Item 2. Exhibits

Not Applicable.

* * *

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized.

OLD NATIONAL BANCORP

By: /s/ James A. Risinger

James A. Risinger
Chairman, President and Chief Executive
Officer

ONB CAPITAL TRUST II

By Old National Bancorp, as Depositor

By: /s/ Jeffrey L. Knight

Jeffrey L. Knight
Senior Vice President, General Counsel
and Secretary

Dated: April 16, 2002

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