

LAMBERT PHELPS L
 Form 4
 January 07, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP

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 194

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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).

(Print or Type Responses)

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all that apply)		
Lambert, Phelps L.			Old National Bancorp ONB			<input checked="" type="checkbox"/>	Director	10%
						<input type="checkbox"/>	Officer (give title below)	Other below
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint Filing (Check Applicable)	
PO Box 236					December 16, 2002			
(Street)					5. If Amendment, Date of Original (Month//Day/Year)		<input checked="" type="checkbox"/>	Form filed by Reporting Person
Henderson, KY 42420							<input type="checkbox"/>	Form filed by Reporting Person
(City) (State) (Zip)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)			2A. Transaction Code	3. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned (D)	6. Ownership Form: Directly (D)	7. Ownership Form: Indirectly (I)

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	Day/Year any Year)	Code (Month/Day/	V	Amount	(A) or (D)	Price	Owned or Following Reported Transaction (Instr. 3 and 4)	Indirect (Instr. 4)
Common stock	12/16/02	J	V	97.721	A	100 522.684	D	
Common stock	12/16/02	J	V	54.108	A	NA 340.757	I1	
Common stock	12/16/02	J	V	44.488	A	NA 159.541	I2	
Common stock	12/16/02	J	V	5.429	A	NA 132.954	I3	
Common stock	12/16/02	J	V	44.016	A	NA 159.541	I4	
Common stock	12/16/02	J	V	54.108	A	NA 340.757	I5	
Common stock	12/16/02	J	V	54.108	A	NA 340.757	I6	
J Partial Reinvestment 4Q2002 Cash Dividend								
D Phelps L. Lambert								
I1 Anastasia Lambert Irr Tr Phelps Lambert TE								
I2 Ann M Lambert Irr Tr Phelps Lambert TE								
I3 Carol M Lambert spouse								
I4 Darrell Lambert Irr Tr Phelps Lambert TE								
I5 Phelps J Lambert Irr Tr Phelps Lambert TE								
I6 Peter C Lambert Irr Tr Phelps Lambert TE								

FORM 4 (continued)		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. Trans- action Date (Month/ Date/ Year)	3A. Deemed Execution Date, if any (Month/ Date/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)	8. Price of Derivative Securities (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	10. Indirect Ownership (Instr. 4)

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				Code	V	(A)	(D)	Date	Expiration	Title	Amount	or	Number	of	Shares	(I)	4)

Explanation of Responses:

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**Signature of Reporting
Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Last Update: 09/05/2002