

OLD NATIONAL BANCORP /IN/  
Form 4  
January 06, 2009

**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 \*  
JONES ROBERT G

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)  
1100 SUWANNEE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/05/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
PRESIDENT AND CEO

EVANSVILLE, IN 47725  
(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				(A) or (D)	Price		
COMMON STOCK				Code V	Amount		
COMMON STOCK						61,545	D <sup>(2)</sup>
COMMON STOCK						87,100	D
COMMON STOCK	12/05/2008		L	V 32.536	A \$ 15.3678	7,228.364	D
COMMON STOCK	12/15/2008		J	V 107.702	A \$ 15.3668	7,336.066	D
COMMON STOCK	12/22/2008		L	V 30.627	A \$ 16.3254	7,366.693	D

COMMON STOCK	2,672.221 <u>(5)</u>	I	ONB KSOP
COMMON STOCK	10,500	D <u>(6)</u>	

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	\$ 23.99					09/07/2005 <sup>(1)</sup>	09/07/2014	COMMON STOCK	26,2
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007 <sup>(3)</sup>	02/24/2016	COMMON STOCK	45,9
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008 <sup>(4)</sup>	01/25/2017	COMMON STOCK	59,1
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009 <sup>(7)</sup>	01/24/2018	COMMON STOCK	70,0
PHANTOM STOCK	<u>(9)</u>					<u>(8)</u>	<u>(8)</u>	COMMON STOCK	89.5

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

JONES ROBERT G  
1100 SUWANNEE  
EVANSVILLE, IN 47725

X

PRESIDENT  
AND CEO

## Signatures

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

01/06/2009

\_\_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) Immediately exercisable.
- (2) Shares held with a broker.
- (3) Option vests in one-third annual installments beginning on 2/1/2007.
- (4) Option vests in one-third annual installments beginning on 1/25/2008.
- (5) KSOP balance updated based upon current data.
- (6) Shares held in Oltrust FBO Robert and Lisa Jones.
- (7) Option vests in one-third annual installments beginning on 1/24/2009.
- (8) 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.
- (9) Shares of phantom stock acquired under ONB's Executive Deferred Compensation Plan.
- (10) Shares include most recent quarterly dividend reinvestment shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.