Wolking Christopher A Form 4

# April 13, 2009 FORM 4

### **OMB APPROVAL**

7	UNITED STATES SECURITIES AND EXCHANGE COMMISSION
	Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per 0.5 response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

**STOCK** 

(Print or Type Responses)

1. Name and Address of Reporting Person * Wolking Christopher A			2. Issuer Name <b>and</b> Ticker or Trading Symbol OLD NATIONAL BANCORP /IN/ [ONB]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle) 812 S ALVORD BLVD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2009	Director 10% Owner _X Officer (give title Other (specify below) SEVP - CFO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person		
EVANSVILLE, IN 47714				Form filed by More than One Reporting		

							1010	.011		
(City)	(State) (Z	Zip) Table	I - Noi	n-De	erivative Sec	curitie	es Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
COMMON STOCK	03/16/2009		J	V	4.523	A	\$ 10.012	201.393	D (1)	
COMMON STOCK								26,568	D	
COMMON STOCK								6,670.038	I (3)	ONB KSOP
COMMON STOCK								2,733.917	D (2)	
COMMON	03/16/2009		J	V	135.425	A	\$ 10.012	6,030.568	D	

10.012

COMMON STOCK 535 I WOLKING - SPOUSE

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)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	of			7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001(7)	06/27/2011	COMMON STOCK	5,4
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002(7)	06/27/2011	COMMON STOCK	17,5
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003(7)	01/22/2012	COMMON STOCK	19,7
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004(7)	01/31/2013	COMMON STOCK	27,5
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004(7)	02/02/2014	COMMON STOCK	2,1
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007(7)	02/24/2016	COMMON STOCK	15,5
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008(5)	01/25/2017	COMMON STOCK	19,6

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EMPLOYEE STOCK OPTION	\$ 15.29	02/01/2009(6)	01/24/2018	COMMON STOCK	25,0
EMPLOYEE STOCK OPTION	\$ 13.31	02/01/2010(4)	01/29/2019	COMMON STOCK	15,0
PHANTOM STOCK	\$ 13.41 (8)	<u>(9)</u>	<u>(9)</u>	COMMON STOCK	22.1

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wolking Christopher A 812 S ALVORD BLVD

**EVANSVILLE, IN 47714** 

SEVP - CFO

## **Signatures**

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

04/13/2009

\*\*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) Registered as joint tenants Christopher & Gail Wolking
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Option vests in one-third annual installments beginning on 1/29/2010.
- (5) Option vests in one-third annual installments beginning on 1/25/2008.
- (6) Option vests in one-third annual installments beginning on 1/24/2009.
- (7) Immediately exercisable.
- (8) Shares of phantom stock acquired under ONB's Executive Deferred Compensation Plan.
- (9) 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.

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.

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