

Knight Jeffrey L  
 Form 4  
 February 28, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 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)  
 02/26/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP-CHIEF LEGAL OFFICER

EVANSVILLE, IN 47708  
 (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	02/26/2013		F	(A) or (D) D	2,305 \$ 13.43	(2) (3) D	
COMMON STOCK					9,847 (4)	I	ONB KSOP
COMMON STOCK					91	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK					98	I	CUSTODIAN FOR

MARGARET  
R KNIGHT,  
DAUGHTER

COMMON  
STOCK

150 D <sup>(5)</sup>

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	\$ 20.43					12/31/2004      02/02/2014	COMMON STOCK      1,995
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007      02/24/2016	COMMON STOCK      12,800
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

