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OLD NATIONAL BANCORP /IN/  
Form 13F-HR  
November 25, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 13F  
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 09/30/2008

Check here if Amendment  Amendment Number:

This Amendment  is a restatement  
 adds new holding entries

Institutional Investment Manager Filing this Report:

Name: OLD NATIONAL TRUST COMPANY  
Address: P.O. BOX 207  
EVANSVILLE, IN 47702

13F File Number: 28-02327

The institutional investment Manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: ELLEN D SPRADLIN  
Title: ASSISTANT VICE PRESIDENT  
Phone: (812) 464-1496  
Signature, Place, and Date of Signing:

1 EVANSVILLE, IN 11/24/2008

Report Type (Check only one)  
 13F HOLDINGS REPORT  
 13F NOTICE  
 13F COMBINATION REPORT

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0  
Form 13F Information Table Entry Total: 416  
Form 13F Information Table Value Total: \$ 643,675

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List of Other Included Managers:

NONE

FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X \$1000)	SHARES/ SH/ PRN	SH/ PUT/ INVSTMT OTH	PRN CALL DISCRTN MANA
AFLAC INC	COM	001055102	10515	178983 SH	SOLE	
AFLAC INC	COM	001055102	1737	29566 SH	SOLE	
AT&T INC	COM	00206R102	1531	54825 SH	OTHER	
AT&T INC	COM	00206R102	18	657 SH	OTHER	
AT&T INC	COM	00206R102	1307	46829 SH	DEFINED	
ABBOTT LABS	COM	002824100	869	15091 SH	OTHER	
ABBOTT LABS	COM	002824100	13	231 SH	SOLE	
AETNA INC	COM	00817Y108	258	7150 SH	SOLE	
AETNA INC	COM	00817Y108	0	23 SH	SOLE	
AETNA INC	COM	00817Y108	0	23 SH	OTHER	
AFFILIATED COMPUTER	COM	008190100	350	6911 SH	SOLE	
ALBANY INTL CORP CL A	COM	012348108	121	4424 SH	SOLE	
ALBANY INTL CORP CL A	COM	012348108	86	3145 SH	SOLE	
ALLETE INC	COM	018522300	148	3320 SH	OTHER	
ALLETE INC	COM	018522300	105	2364 SH	SOLE	
ALLIANCE DATA SYS CORP	COM	018581108	227	3577 SH	SOLE	
AMERICA MOVIL SAB DE CV	FOR	02364W105	611	13181 SH	SOLE	
AMERICA MOVIL SAB DE CV	FOR	02364W105	30	638 SH	SOLE	
AMERICAN MEDICAL SYS HLDGS	COM	02744M108	130	7305 SH	OTHER	
AMERICAN MEDICAL SYS HLDGS	COM	02744M108	92	5201 SH	SOLE	
AMGEN INC	COM	031162100	599	10109 SH	SOLE	
AMGEN INC	COM	031162100	3	43 SH	SOLE	
AMGEN INC	COM	031162100	3	43 SH	OTHER	
ANADARKO PETE CORP	COM	032511107	328	6762 SH	SOLE	
ANADARKO PETE CORP	COM	032511107	50	1032 SH	SOLE	
ANADARKO PETE CORP	COM	032511107	50	1032 SH	OTHER	
ANHEUSER BUSCH CO	COM	035229103	232	3574 SH	SOLE	
ANHEUSER BUSCH CO	COM	035229103	675	10400 SH	SOLE	
ANHEUSER BUSCH CO	COM	035229103	675	10400 SH	OTHER	
APACHE CORP	COM	037411105	1818	17434 SH	SOLE	
APACHE CORP	COM	037411105	512	4909 SH	SOLE	
APACHE CORP	COM	037411105	512	4909 SH	OTHER	
APPLE INC	COM	037833100	6426	56534 SH	OTHER	
APPLE INC	COM	037833100	6426	56534 SH	SOLE	
APPLE INC	COM	037833100	979	8612 SH	SOLE	
APPLE INC	COM	037833100	979	8612 SH	OTHER	
ARM HLDGS PLC	FOR	042068106	513	98634 SH	OTHER	
ARM HLDGS PLC	FOR	042068106	513	98634 SH	SOLE	
ASHFORD HOSPITALITY TR	COM	044103109	385	95000 SH	SOLE	
ASHFORD HOSPITALITY TR	COM	044103109	385	95000 SH	SOLE	

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AUTODESK INC	COM	052769106	6747	201104	SH	SOLE
AUTODESK INC	COM	052769106	972	28961	SH	SOLE
AUTODESK INC	COM	052769106	972	28961	SH	OTHER
AUTOMATIC DATA PROCESSING INC	COM	053015103	232	5425	SH	SOLE
AVALONBAY CMNTYS INC	COM	053484101	456	4632	SH	SOLE
AVALONBAY CMNTYS INC	COM	053484101	41	419	SH	SOLE
AXA	FOR	054536107	708	21681	SH	OTHER
AXCELIS TECH INC	COM	054540109	35	20430	SH	SOLE
BB & T CORP	COM	054937107	1039	27488	SH	SOLE
BB & T CORP	COM	054937107	26	697	SH	SOLE
BP PLC	COM	055622104	3543	70616	SH	DEFINED
BP PLC	COM	055622104	19	384	SH	SOLE
BP PLC	COM	055622104	3198	63743	SH	DEFINED
BALL CORP	COM	058498106	4110	104070	SH	OTHER
BALL CORP	COM	058498106	13248	335480	SH	SOLE
BK OF AMER CORP	COM	060505104	808	23099	SH	OTHER
BK OF AMER CORP	COM	060505104	22	637	SH	SOLE
BK OF AMER CORP	COM	060505104	163	4651	SH	DEFINED
BARRICK GOLD CORP	COM	067901108	35	945	SH	OTHER
BARRICK GOLD CORP	COM	067901108	237	6462	SH	SOLE
BARRICK GOLD CORP	COM	067901108	237	6462	SH	OTHER
BERKSHIRE HATHAWAY INC	COM	084670207	259	59	SH	OTHER
BEST BUY INC	COM	086516101	456	12161	SH	SOLE
BEST BUY INC	COM	086516101	113	3024	SH	SOLE
BHP BILLITON LTD	FOR	088606108	437	8397	SH	OTHER
BHP BILLITON LTD	FOR	088606108	1	28	SH	SOLE
BRISTOL MYERS SQUIBB CORP	COM	110122108	2078	99668	SH	OTHER
BRISTOL MYERS SQUIBB CORP	COM	110122108	20	947	SH	SOLE
BRISTOL MYERS SQUIBB CORP	COM	110122108	835	40045	SH	DEFINED
BURLINGTON NORTHN SANTA FE CORP	COM	12189T104	10096	109226	SH	OTHER
BURLINGTON NORTHN SANTA FE CORP	COM	12189T104	1339	14488	SH	SOLE
BURLINGTON NORTHN SANTA FE CORP	COM	12189T104	1339	14488	SH	OTHER
CVS/CAREMARK CORP	COM	126650100	521	15469	SH	OTHER
CVS/CAREMARK CORP	COM	126650100	24	706	SH	SOLE
CA INC	COM	12673P105	312	15650	SH	OTHER
CAL DIVE INTL INC	COM	12802T101	113	10705	SH	SOLE
CAL DIVE INTL INC	COM	12802T101	81	7610	SH	SOLE
CANADIAN NATL RY CO	FOR	136375102	549	11476	SH	OTHER



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COVANCE INC	COM	222816100	8193	92673	SH	SOLE
COVANCE INC	COM	222816100	1132	12809	SH	SOLE
DANAHER CORP	COM	235851102	11285	162611	SH	OTHER
DANAHER CORP	COM	235851102	2225	32065	SH	SOLE
DASSAULT SYS	FOR	237545108	267	4977	SH	OTHER
DEERE & CO	COM	244199105	5736	115879	SH	SOLE
DEERE & CO	COM	244199105	1037	20943	SH	SOLE
DISNEY WALT CO	COM	254687106	569	18548	SH	OTHER
DISNEY WALT CO	COM	254687106	5	149	SH	SOLE
DOMINOS PIZZA INC	COM	25754A201	122	10071	SH	OTHER
DOMINOS PIZZA INC	COM	25754A201	87	7148	SH	SOLE
DOW CHEM CO	COM	260543103	130	4100	SH	OTHER
DOW CHEM CO	COM	260543103	205	6450	SH	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	277	6878	SH	OTHER
DU PONT E I DE NEMOURS & CO	COM	263534109	28	700	SH	SOLE
DUKE ENERGY CORP	COM	26441C105	92	5262	SH	OTHER
DUKE ENERGY CORP	COM	26441C105	18	1023	SH	SOLE
DUKE ENERGY CORP	COM	26441C105	395	22673	SH	DEFINED
EARTHLINK INC	COM	270321102	145	17000	SH	OTHER
ECOLAB INC	COM	278865100	9402	193773	SH	SOLE
ECOLAB INC	COM	278865100	1567	32290	SH	SOLE
EDISON INTL	COM	281020107	746	18688	SH	OTHER
EDISON INTL	COM	281020107	3	72	SH	SOLE
EMBRAER	FOR	29081M102	462	17116	SH	OTHER
EMERSON ELEC CO	COM	291011104	8881	217715	SH	SOLE
EMERSON ELEC CO	COM	291011104	1244	30505	SH	SOLE
EMERSON ELEC CO	COM	291011104	1244	30505	SH	OTHER
ENERGYSOLUTIONS INC	COM	292756202	80	8004	SH	OTHER
ENERGYSOLUTIONS INC	COM	292756202	57	5690	SH	SOLE
EXPRESS SCRIPTS INC	COM	302182100	210	2848	SH	OTHER
EXPRESS SCRIPTS INC	COM	302182100	111	1500	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	22986	295987	SH	OTHER
EXXON MOBIL CORP	COM	30231G102	10245	131925	SH	SOLE
FBR CAP MKTS CORP	COM	30247C301	183	28312	SH	OTHER
FBR CAP MKTS CORP	COM	30247C301	130	20125	SH	SOLE
FPL GROUP INC	COM	302571104	459	9117	SH	OTHER
FPL GROUP INC	COM	302571104	690	13714	SH	SOLE
FPL GROUP INC	COM	302571104	690	13714	SH	OTHER

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FIFTH THIRD BANCORP	COM	316773100	212	17840 SH	OTHER
FIFTH THIRD BANCORP	COM	316773100	45	3757 SH	SOLE
FIFTH THIRD BANCORP	COM	316773100	45	3757 SH	OTHER
FIRST BANCORP PUERTO RICO	FOR	318672102	174	15707 SH	SOLE
FIRST BANCORP PUERTO RICO	FOR	318672102	123	11161 SH	OTHER
1ST FINL CORP	COM	320218100	3887	82740 SH	SOLE
1ST FINL CORP	COM	320218100	468	9965 SH	OTHER
FISERV INC	COM	337738108	35	750 SH	SOLE
FISERV INC	COM	337738108	245	5185 SH	OTHER
FISERV INC	COM	337738108	245	5185 SH	OTHER
FIRSTENERGY CORP	COM	337932107	649	9691 SH	SOLE
FIRSTENERGY CORP	COM	337932107	649	9691 SH	SOLE
FIRSTENERGY CORP	COM	337932107	3	39 SH	OTHER
FRANKLIN RES INC	COM	354613101	6941	78758 SH	SOLE
FRANKLIN RES INC	COM	354613101	6941	78758 SH	SOLE
FRANKLIN RES INC	COM	354613101	1014	11509 SH	OTHER
FRANKLIN RES INC	COM	354613101	1014	11509 SH	OTHER
FREEMONT MCMORAN COPPER & GOLD	COM	35671D857	380	6685 SH	SOLE
FREEMONT MCMORAN COPPER & GOLD	COM	35671D857	380	6685 SH	SOLE
FREEMONT MCMORAN COPPER & GOLD	COM	35671D857	115	2025 SH	OTHER
GENERAL DYNAMICS CORP	COM	369550108	647	8785 SH	SOLE
GENERAL DYNAMICS CORP	COM	369550108	647	8785 SH	SOLE
GENERAL DYNAMICS CORP	COM	369550108	130	1762 SH	OTHER
GEN ELEC CO	COM	369604103	3004	117809 SH	SOLE
GEN ELEC CO	COM	369604103	3004	117809 SH	SOLE
GEN ELEC CO	COM	369604103	19	727 SH	DEFINED
GEN ELEC CO	COM	369604103	1967	77156 SH	OTHER
GEN ELEC CO	COM	369604103	1967	77156 SH	OTHER
GEN MILLS INC	COM	370334104	186	2711 SH	SOLE
GEN MILLS INC	COM	370334104	58	850 SH	OTHER
GENZYME CORP	COM	372917104	347	4295 SH	SOLE
GOLDMAN SACHS	COM	38141G104	6395	49963 SH	SOLE
GOLDMAN SACHS	COM	38141G104	6395	49963 SH	SOLE
GOLDMAN SACHS	COM	38141G104	1231	9618 SH	OTHER
GOLDMAN SACHS	COM	38141G104	1231	9618 SH	OTHER
GRAINGER WW INC	COM	384802104	209	2400 SH	SOLE
GRANITE CONSTRUCTION INC	COM	387328107	163	4563 SH	SOLE
GRANITE CONSTRUCTION INC	COM	387328107	163	4563 SH	SOLE
GRANITE CONSTRUCTION INC	COM	387328107	93	2606 SH	OTHER
HALLIBURTON CO	COM	406216101	439	13545 SH	SOLE
HALLIBURTON CO	COM	406216101	439	13545 SH	SOLE
HALLIBURTON CO	COM	406216101	2	57 SH	OTHER
HARRIS CORP	COM	413875105	11345	245569 SH	SOLE
HARRIS CORP	COM	413875105	11345	245569 SH	SOLE
HARRIS CORP	COM	413875105	1686	36498 SH	OTHER
HARRIS CORP	COM	413875105	1686	36498 SH	OTHER
HESS CORP	COM	42809H107	477	5812 SH	SOLE
HESS CORP	COM	42809H107	477	5812 SH	SOLE
HESS CORP	COM	42809H107	2	21 SH	OTHER
HEWLETT PACKARD CO	COM	428236103	10519	227497 SH	SOLE
HEWLETT PACKARD CO	COM	428236103	10519	227497 SH	SOLE
HEWLETT PACKARD CO	COM	428236103	1906	41230 SH	OTHER
HEWLETT PACKARD CO	COM	428236103	1906	41230 SH	OTHER
HEXCEL CORP	COM	428291108	90	6540 SH	SOLE
HEXCEL CORP	COM	428291108	64	4649 SH	OTHER
HOME DEPOT INC	COM	437076102	205	7930 SH	SOLE

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HOME DEPOT INC	COM	437076102	60	2300 SH	OTHER
					OTHER
ILLINOIS TOOL WORKS	COM	452308109	121	2718 SH	SOLE
ILLINOIS TOOL WORKS	COM	452308109	190	4280 SH	OTHER
					OTHER
INSITUFORM TECHNOLOGIES INC	COM	457667103	89	5922 SH	SOLE
INSITUFORM TECHNOLOGIES INC	COM	457667103	63	4211 SH	OTHER
INTEL CORP	COM	458140100	596	31820 SH	SOLE
					SOLE
INTEL CORP	COM	458140100	211	11282 SH	OTHER
INTL BUSINESS MACHS CORP	COM	459200101	11521	98500 SH	SOLE
					SOLE
INTL BUSINESS MACHS CORP	COM	459200101	2210	18897 SH	OTHER
					OTHER
INTL GAME TECH	COM	459902102	4397	255942 SH	SOLE
					SOLE
INTL GAME TECH	COM	459902102	612	35604 SH	OTHER
					OTHER
INTERPUBLIC GROUP COS INC	COM	460690100	257	33130 SH	SOLE
ISHARES	EQU	464287200	1944	16640 PRN	SOLE
ISHARES	EQU	464287465	1372	24376 PRN	SOLE
ISHARES	EQU	464287473	399	10170 PRN	SOLE
ISHARES	EQU	464287481	939	21652 PRN	SOLE
ISHARES	EQU	464287598	2696	42192 PRN	SOLE
ISHARES	EQU	464287614	2772	57092 PRN	SOLE
ISHARES	EQU	464287655	493	7245 PRN	SOLE
					SOLE
JPMORGAN CHASE & CO	COM	46625H100	15750	337255 SH	SOLE
					SOLE
JPMORGAN CHASE & CO	COM	46625H100	2808	60135 SH	OTHER
					OTHER
JACOBS ENGR GROUP INC	COM	469814107	6935	127691 SH	SOLE
					SOLE
JACOBS ENGR GROUP INC	COM	469814107	1163	21410 SH	OTHER
					OTHER
JARDEN	COM	471109108	1449	61801 SH	SOLE
JARDEN	COM	471109108	460	19620 SH	OTHER
JOHNSON & JOHNSON	COM	478160104	20098	290094 SH	SOLE
					SOLE
JOHNSON & JOHNSON	COM	478160104	4521	65251 SH	OTHER
					OTHER
					OTHER
JOHNSON CTLS INC	COM	478366107	414	13637 SH	SOLE
					SOLE
JOHNSON CTLS INC	COM	478366107	6	188 SH	OTHER
KFORCE INC	COM	493732101	111	10887 SH	SOLE
KFORCE INC	COM	493732101	79	7739 SH	OTHER
KIMBALL INTL INC	COM	494274103	132	12189 SH	SOLE
					SOLE
KIMBALL INTL INC	COM	494274103	11	1000 SH	OTHER
KIMBERLY CLARK CORP	COM	494368103	385	5942 SH	SOLE
					SOLE
KIMBERLY CLARK CORP	COM	494368103	25	378 SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	22	345 SH	OTHER
KING PHARMACEUTICALS INC	COM	495582108	126	13120 SH	SOLE
KING PHARMACEUTICALS INC	COM	495582108	3	296 SH	OTHER
KOHL'S CORP	COM	500255104	277	6014 SH	SOLE

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KOHL'S CORP	COM	500255104	36	783 SH	OTHER
KROGER CO	COM	501044101	664	24159 SH	SOLE
					SOLE
KROGER CO	COM	501044101	3	92 SH	OTHER
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	318	3233 SH	SOLE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	221	2244 SH	OTHER
					OTHER
LEUCADIA NATL CORP	COM	527288104	282	6210 SH	SOLE
LIFE TIME FITNESS INC	COM	53217R207	120	3835 SH	SOLE
LIFE TIME FITNESS INC	COM	53217R207	85	2724 SH	OTHER
LILLY ELI & CO	COM	532457108	1419	32223 SH	SOLE
					SOLE
LILLY ELI & CO	COM	532457108	449	10191 SH	OTHER
					OTHER
					OTHER
LOCKHEED MARTIN CORP	COM	539830109	719	6552 SH	SOLE
					SOLE
LOCKHEED MARTIN CORP	COM	539830109	3	27 SH	OTHER
LOWE'S COMPANIES INC	COM	548661107	69	2892 SH	SOLE
LOWE'S COMPANIES INC	COM	548661107	365	15415 SH	OTHER
					OTHER
MFA MTG INVTS INC	COM	55272X102	74	11360 SH	SOLE
MFA MTG INVTS INC	COM	55272X102	53	8096 SH	OTHER
MAIDENFORM BRANDS INC	COM	560305104	130	8989 SH	SOLE
MAIDENFORM BRANDS INC	COM	560305104	93	6389 SH	OTHER
MARTHA STEWART LIVING	COM	573083102	138	16202 SH	SOLE
MARTHA STEWART LIVING	COM	573083102	98	11498 SH	OTHER
MASTEC INC	COM	576323109	115	8618 SH	SOLE
MASTEC INC	COM	576323109	81	6125 SH	OTHER
MCDONALDS CORP	COM	580135101	12645	204948 SH	SOLE
					SOLE
MCDONALDS CORP	COM	580135101	2305	37366 SH	OTHER
					OTHER
MEDTRONIC INC	COM	585055106	212	4231 SH	SOLE
MEDTRONIC INC	COM	585055106	43	860 SH	OTHER
					OTHER
MERCK & CO INC	COM	589331107	271	8590 SH	SOLE
					SOLE
MERCK & CO INC	COM	589331107	4	132 SH	OTHER
MERCURY GEN CORP	COM	589400100	322	5875 SH	SOLE
METLIFE INC	COM	59156R108	9625	171872 SH	SOLE
					SOLE
METLIFE INC	COM	59156R108	1525	27226 SH	OTHER
					OTHER
MICROSOFT CORP	COM	594918104	13715	513879 SH	SOLE
					SOLE
MICROSOFT CORP	COM	594918104	2214	82963 SH	OTHER
					OTHER
MICROSEMI CORP	COM	595137100	134	5257 SH	SOLE
MICROSEMI CORP	COM	595137100	93	3666 SH	OTHER
S&P 400 MIDCAP TR	EQU	595635103	1656	12565 PRN	SOLE
					SOLE
S&P 400 MIDCAP TR	EQU	595635103	237	1800 PRN	OTHER
MORGAN STANLEY	COM	617446448	290	12604 SH	SOLE
					SOLE
MORGAN STANLEY	COM	617446448	1	46 SH	OTHER

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NATL BK OF GREECE	FOR	633643408	779	94364 SH	SOLE
					SOLE
NATL CITY CORP	COM	635405103	25	14475 SH	SOLE
					SOLE
NATIONAL FUEL GAS CO	COM	636180101	197	4677 SH	SOLE
NATIONAL FUEL GAS CO	COM	636180101	188	4463 SH	OTHER
					OTHER
NATL OILWELL VARCO INC	COM	637071101	356	7080 SH	SOLE
					SOLE
NATL OILWELL VARCO INC	COM	637071101	2	32 SH	OTHER
NEWMONT MNG CORP	COM	651639106	233	6000 SH	OTHER
NIKE INC	COM	654106103	201	2997 SH	SOLE
					SOLE
NIKE INC	COM	654106103	1	18 SH	OTHER
NOKIA CORP	COM	654902204	678	36372 SH	SOLE
					SOLE
NOBLE	COM	655044105	7238	130199 SH	SOLE
					SOLE
NOBLE	COM	655044105	1101	19813 SH	OTHER
					OTHER
NORDSTROM INC	COM	655664100	290	10059 SH	SOLE
					SOLE
NORDSTROM INC	COM	655664100	0	30 SH	OTHER
NORTHERN TRUST CORP	COM	665859104	703	9734 SH	SOLE
					SOLE
NORTHERN TRUST CORP	COM	665859104	318	4400 SH	OTHER
NOVARTIS AG	COM	66987V109	597	11304 SH	SOLE
					SOLE
NOVARTIS AG	COM	66987V109	145	2738 SH	OTHER
					OTHER
NOVO NORDISK A/S	FOR	670100205	819	15995 SH	SOLE
					SOLE
OCCIDENTAL PETE CORP	COM	674599105	755	10717 SH	SOLE
					SOLE
OCCIDENTAL PETE CORP	COM	674599105	3	45 SH	OTHER
OLD NATL BANCORP	COM	680033107	15894	793897 SH	SOLE
OLD NATL BANCORP	COM	680033107	27	1337 SH	DEFINED
OLD NATL BANCORP	COM	680033107	12998	649252 SH	OTHER
					OTHER
ORBITAL SCIENCES CORP	COM	685564106	136	5680 SH	SOLE
ORBITAL SCIENCES CORP	COM	685564106	95	3951 SH	OTHER
OSHKOSH TRUCK CORP	COM	688239201	135	10270 SH	SOLE
OSHKOSH TRUCK CORP	COM	688239201	96	7300 SH	OTHER
PNC FINL SVCS GROUP	COM	693475105	611	8186 SH	SOLE
					SOLE
PNC FINL SVCS GROUP	COM	693475105	2	26 SH	OTHER
PEABODY ENERGY CORP	COM	704549104	251	5568 SH	SOLE
PEPSIAMERICAS INC	COM	71343P200	214	10305 SH	SOLE
PEPSICO INC	COM	713448108	15283	214442 SH	SOLE
					SOLE
PEPSICO INC	COM	713448108	2960	41528 SH	OTHER
					OTHER
PFIZER INC	COM	717081103	935	50731 SH	SOLE
					SOLE

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PFIZER INC	COM	717081103	23	1250 SH	DEFINED
PFIZER INC	COM	717081103	360	19511 SH	OTHER
PHILIP MORRIS INTL INC	COM	718172109	422	8765 SH	SOLE
					SOLE
PHILIP MORRIS INTL INC	COM	718172109	16	340 SH	DEFINED
PHILIP MORRIS INTL INC	COM	718172109	350	7284 SH	OTHER
POTASH CORP SASK INC	COM	73755L107	324	2451 SH	SOLE
					SOLE
PRAXAIR INC	COM	74005P104	9305	129708 SH	SOLE
					SOLE
PRAXAIR INC	COM	74005P104	1770	24675 SH	OTHER
					OTHER
PRESTIGE BRANDS HLDGS	COM	74112D101	116	13117 SH	SOLE
PRESTIGE BRANDS HLDGS	COM	74112D101	83	9325 SH	OTHER
T ROWE PRICE GROUP INC	COM	74144T108	536	9985 SH	SOLE
T ROWE PRICE GROUP INC	COM	74144T108	64	1200 SH	OTHER
PROCTER & GAMBLE CO	COM	742718109	14705	211012 SH	SOLE
					SOLE
PROCTER & GAMBLE CO	COM	742718109	2868	41152 SH	OTHER
					OTHER
PRUDENTIAL FINL INC	COM	744320102	475	6592 SH	SOLE
PUBLIC SERVICE ENTERPRISE GP	COM	744573106	534	16283 SH	SOLE
					SOLE
PUBLIC SERVICE ENTERPRISE GP	COM	744573106	12	368 SH	OTHER
QUESTAR CORP	COM	748356102	1146	28000 SH	OTHER
ROGERS COMMUNICATIONS INC	FOR	775109200	701	21075 SH	SOLE
					SOLE
ROYAL DUTCH SHELL PLC	COM	780259206	323	5472 SH	SOLE
ROYAL DUTCH SHELL PLC	COM	780259206	77	1300 SH	OTHER
					OTHER
SPDR TR UNIT SER 1	EQU	78462F103	3418	29471 PRN	SOLE
					SOLE
SPDR TR UNIT SER 1	EQU	78462F103	97	840 PRN	OTHER
SXC HEALTH SOLUTIONS CORP	FOR	78505P100	118	7743 SH	SOLE
SXC HEALTH SOLUTIONS CORP	FOR	78505P100	84	5503 SH	OTHER
SAFeway INC	COM	786514208	257	10814 SH	SOLE
					SOLE
SAFeway INC	COM	786514208	1	43 SH	OTHER
SAP AKTIENGESELLSCHAFT	COM	803054204	573	10716 SH	SOLE
					SOLE
SAP AKTIENGESELLSCHAFT	COM	803054204	75	1400 SH	OTHER
SCHERING PLOUGH CORP	COM	806605101	279	15117 SH	SOLE
					SOLE
SCHERING PLOUGH CORP	COM	806605101	77	4174 SH	OTHER
SCHLUMBERGER LTD	COM	806857108	788	10095 SH	SOLE
					SOLE
SCHLUMBERGER LTD	COM	806857108	141	1803 SH	OTHER
SELECT SECTOR SPDR	COM	81369Y209	243	8094 SH	SOLE
SELECT SECTOR SPDR	COM	81369Y803	167	8435 SH	SOLE
SELECT SECTOR SPDR	COM	81369Y803	79	3971 SH	OTHER
SELECT COMFORT CORP	COM	81616X103	19	11450 SH	SOLE
SHINHAN FINL GRP CO LTD	FOR	824596100	460	6455 SH	SOLE
					SOLE
SIMON PPTY GROUP INC	COM	828806109	602	6210 SH	SOLE
					SOLE
SIMON PPTY GROUP INC	COM	828806109	100	1026 SH	OTHER

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SMITH & NEPHEW PLC	FOR	83175M205	384	7239	SH	SOLE
						SOLE
SMITH INTL INC	COM	832110100	10702	182507	SH	SOLE
						SOLE
SMITH INTL INC	COM	832110100	1754	29908	SH	OTHER
						OTHER
SOUTHERN CO	COM	842587107	92	2441	SH	SOLE
						SOLE
SOUTHERN CO	COM	842587107	23	597	SH	DEFINED
SOUTHERN CO	COM	842587107	100	2650	SH	OTHER
STAPLES INC	COM	855030102	5731	254716	SH	SOLE
						SOLE
STAPLES INC	COM	855030102	1276	56697	SH	OTHER
						OTHER
STATE STR CORP	COM	857477103	662	11641	SH	SOLE
						SOLE
STATE STR CORP	COM	857477103	61	1078	SH	OTHER
						OTHER
STERICYCLE INC	COM	858912108	10162	172497	SH	SOLE
						SOLE
STERICYCLE INC	COM	858912108	1527	25925	SH	OTHER
						OTHER
STRYKER CORP	COM	863667101	8981	144152	SH	SOLE
						SOLE
STRYKER CORP	COM	863667101	1641	26344	SH	OTHER
						OTHER
SUNCOR ENERGY INC	FOR	867229106	340	8073	SH	SOLE
						SOLE
SYNOVUS FINL CORP	COM	87161C105	169	16300	SH	SOLE
TARGET CORP	COM	87612E106	7678	156537	SH	SOLE
						SOLE
TARGET CORP	COM	87612E106	1280	26094	SH	OTHER
						OTHER
TELEFONICA DE ESPANA	FOR	879382208	852	11914	SH	SOLE
						SOLE
TERADYNE INC	COM	880770102	110	14072	SH	SOLE
TERADYNE INC	COM	880770102	78	10002	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD	COM	881624209	1146	25018	SH	SOLE
						SOLE
THERMO FISHER SCIENTIFIC INC	COM	883556102	12042	218954	SH	SOLE
						SOLE
THERMO FISHER SCIENTIFIC INC	COM	883556102	1883	34240	SH	OTHER
						OTHER
3M CO	COM	88579Y101	520	7608	SH	SOLE
3M CO	COM	88579Y101	291	4263	SH	OTHER
						OTHER
TIME WARNER INC	COM	887317105	341	26022	SH	SOLE
						SOLE
TIME WARNER INC	COM	887317105	1	109	SH	OTHER
TOTAL SA	FOR	89151E109	512	8435	SH	SOLE
						SOLE
TOYOTA MOTOR CORP	FOR	892331307	846	9857	SH	SOLE
						SOLE
TRAVELERS COS INC	COM	89417E109	855	18925	SH	SOLE
						SOLE
TRAVELERS COS INC	COM	89417E109	40	884	SH	OTHER

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TURKCELL ILETISIM HIZMETLERI AS	FOR	900111204	580	38673	SH	SOLE
						SOLE
US BANCORP DE NEW	COM	902973304	758	21036	SH	SOLE
						SOLE
US BANCORP DE NEW	COM	902973304	28	775	SH	DEFINED
US BANCORP DE NEW	COM	902973304	246	6838	SH	OTHER
						OTHER
ULTRA PETROLEUM CORP	COM	903914109	213	3846	SH	SOLE
ULTRA PETROLEUM CORP	COM	903914109	74	1344	SH	OTHER
UNITED NATURAL FOODS INC	COM	911163103	148	5907	SH	SOLE
UNITED NATURAL FOODS INC	COM	911163103	105	4200	SH	OTHER
UNITED TECH CORP	COM	913017109	2100	34965	SH	SOLE
						SOLE
UNITED TECH CORP	COM	913017109	840	13994	SH	OTHER
						OTHER
						OTHER
VALSPAR CORP	COM	920355104	227	10175	SH	SOLE
VANGUARD	COM	92204A702	139	2992	SH	SOLE
						SOLE
VANGUARD	COM	92204A702	114	2450	SH	OTHER
						OTHER
VECTREN CORP	COM	92240G101	6243	224173	SH	SOLE
						SOLE
VECTREN CORP	COM	92240G101	1282	46037	SH	OTHER
						OTHER
VANGUARD	COM	922908769	506	8676	SH	OTHER
VERIZON COMMUNICATIONS	COM	92343V104	799	24888	SH	SOLE
						SOLE
VERIZON COMMUNICATIONS	COM	92343V104	18	557	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	222	6914	SH	OTHER
VIACOM INC	COM	92553P201	208	8380	SH	SOLE
VODAFONE GROUP PLC	FOR	92857W209	657	29732	SH	SOLE
						SOLE
VODAFONE GROUP PLC	FOR	92857W209	8	369	SH	DEFINED
WADDELL & REED FINL INC	COM	930059100	205	8275	SH	SOLE
WALMART STORES INC	COM	931142103	487	8139	SH	SOLE
						SOLE
WALMART STORES INC	COM	931142103	137	2286	SH	OTHER
WALGREEN CO	COM	931422109	5177	167216	SH	SOLE
						SOLE
WALGREEN CO	COM	931422109	922	29787	SH	OTHER
						OTHER
WAUSAU PAPER CORP	COM	943315101	150	14822	SH	SOLE
WAUSAU PAPER CORP	COM	943315101	107	10527	SH	OTHER
WELLPOINT INC	COM	94973V107	368	7859	SH	SOLE
						SOLE
WELLPOINT INC	COM	94973V107	146	3117	SH	OTHER
						OTHER
WELLS FARGO & CO	COM	949746101	1264	33674	SH	SOLE
						SOLE
WELLS FARGO & CO	COM	949746101	108	2877	SH	OTHER
WHIRLPOOL CORP	COM	963320106	1071	13509	SH	SOLE
						SOLE
WHIRLPOOL CORP	COM	963320106	48	608	SH	OTHER
WM WRIGLEY JR CO	COM	982526105	36	450	SH	SOLE
WM WRIGLEY JR CO	COM	982526105	822	10350	SH	OTHER

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WYETH	COM	983024100	95	2575 SH	SOLE
WYETH	COM	983024100	266	7208 SH	OTHER
XTO ENERGY INC	COM	98385X106	7690	165302 SH	OTHER
XTO ENERGY INC	COM	98385X106	1307	28089 SH	SOLE
YUM BRANDS INC	COM	988498101	909	27868 SH	OTHER
YUM BRANDS INC	COM	988498101	23	720 SH	SOLE
ZIMMER HLDGS INC	COM	98956P102	564	8738 SH	OTHER
ZIMMER HLDGS INC	COM	98956P102	55	850 SH	SOLE
ZIONS BANCORP	COM	989701107	4838	125009 SH	OTHER
ZIONS BANCORP	COM	989701107	854	22078 SH	SOLE
ZORAN CORP	COM	98975F101	114	13958 SH	OTHER
ZORAN CORP	COM	98975F101	81	9916 SH	SOLE
COVIDIEN LTD	FOR	G2552X108	325	6049 SH	OTHER
COVIDIEN LTD	FOR	G2552X108	3	58 SH	SOLE
ENDURANCE SPECIALTY HLDGS	FOR	G30397106	245	7935 SH	OTHER
TRANSOCEAN INC	FOR	G90073100	534	4858 SH	SOLE
TRANSOCEAN INC	FOR	G90073100	3	23 SH	SOLE
XYRATEX LTD	FOR	G98268108	96	8642 SH	OTHER
XYRATEX LTD	FOR	G98268108	69	6157 SH	SOLE
ACE LTD	FOR	H0023R105	549	10150 SH	OTHER
ACE LTD	FOR	H0023R105	2	43 SH	SOLE
LOGITECH INTL SA	FOR	H50430232	729	31264 SH	SOLE