

BRAUN ALAN W
Form 4
May 08, 2012

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 *
BRAUN ALAN W

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)
05/04/2012

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

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				(A) or (D)	Price		
COMMON STOCK				Code V	Amount		
COMMON STOCK	03/15/2012		J V	2,063.737	A	\$ 12.9904	316.032 D <u>(1)</u>
COMMON STOCK	05/04/2012		A	575	A	\$ 13.03	10,000 D <u>(2)</u>
COMMON STOCK	03/15/2012		W V	62,862	D	\$ 0	299,938.922 D <u>(3)</u>
COMMON STOCK							300,513.922 D
COMMON STOCK							0 D <u>(4)</u>

COMMON STOCK	03/15/2012		W	V	31,431	A	\$ 0	31,431	D ⁽⁶⁾	
COMMON STOCK								2,835	I	The Braun Investment Partnership, L.P. ⁽⁵⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRAUN ALAN W ONE MAIN ST EVANSVILLE, IN 47708		X		

Signatures

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

05/08/2012

**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).

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- (1) REGISTERED AS ALAN W AND SHARON A BRAUN
- (2) HELD WITH A BROKER (2009 CAPITAL OFFERING).
- (3) REGISTERED AS OLTRUST & CO FBO ALAN BRAUN.
- (4) MAB FAMILY TRUST DISTRIBUTED TO BENEFICIARIES.

THE REPORTING PERSON IS A GENERAL PARTNER OF THE LIMITED PARTNERSHIP WHICH OWNS THE REPORTED
(5) SECURITIES. THE REPORTING PERSON DISCLAIMS BENEFICIAL OWNERSHIP OF THE REPORTED SECURITIES EXCEPT
TO THE EXTENT OF HIS PECUNIARY INTEREST THEREIN.

- (6) SHARES RECEIVED FROM THE MAB FAMILY TRUST.

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

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