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OLD NATIONAL BANCORP /IN/
Form 13F-HR
January 27, 2009

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 12/31/2008

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 01/26/2009

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: 239
Form 13F Information Table Value Total: \$539,309

List of Other Included Managers:

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NONE

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X \$1000)	SHARES/ PRN AMOUNT	SH/ PRN	PUT/ CALL	INVTMT DISCRTN
AFLAC INC	COM	001055102	3003	65508	SH	SOLE	62382
AFLAC INC	COM	001055102	275	5991	SH	OTHER	5991
AT&T INC	COM	00206R102	1357	47625	SH	SOLE	45709
AT&T INC	COM	00206R102	128	4482	SH	OTHER	3572

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ABBOTT LABS	COM	002824100	423	7927	SH	SOLE	7694
ABBOTT LABS	COM	002824100	32	600	SH	OTHER	600
AETNA INC	COM	00817Y108	222	7800	SH	SOLE	7281
AFFILIATED COMPUTER	COM	008190100	303	6596	SH	SOLE	6138
AFFILIATED MANAGERS GROUP INC	COM	008252108	364	8692	SH	SOLE	4101
AIR PRODS & CHEMS INC	COM	009158106	219	4363	SH	SOLE	3800
ALBANY INTL CORP CL A	COM	012348108	163	12658	SH	SOLE	7017
ALLETE INC	COM	018522300	248	7697	SH	SOLE	4288
AMERICAN MEDICAL SYS HLDGS	COM	02744M108	137	15206	SH	SOLE	8357
AMGEN INC	COM	031162100	275	4770	SH	SOLE	4232
AMGEN INC	COM	031162100	318	5502	SH	OTHER	5502
ANADARKO PETE CORP	COM	032511107	295	7647	SH	OTHER	7362
APACHE CORP	COM	037411105	1309	17566	SH	SOLE	16094
APACHE CORP	COM	037411105	150	2014	SH	OTHER	2014
APPLE INC	COM	037833100	52	604	SH	SOLE	582
APPLE INC	COM	037833100	5788	67809	SH	OTHER	59214

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ARM HLDGS PLC	FOR	042068106	438	113866	SH	SOLE	111277
ASHFORD HOSPITALITY TR	COM	044103109	109	95000	SH	SOLE	50000
AUTODESK INC	COM	052769106	3608	183633	SH	SOLE	156439
AUTOMATIC DATA PROCESSING INC	COM	053015103	213	5425	SH	SOLE	5425
AXA	FOR	054536107	375	16708	SH	SOLE	16322
AXCELIS TECH INC	COM	054540109	10	20430	SH	SOLE	20430
BP PLC	FOR	055622104	2349	50265	SH	SOLE	44084
BP PLC	FOR	055622104	754	16138	SH	OTHER	4913

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BALL CORP	COM	058498106	14505	348766	SH	SOLE	58766
BALL CORP	COM	058498106	505	12148	SH	DEFINED	12148
BALL CORP	COM	058498106	1285	30894	SH	OTHER	30894
BALLY TECHNOLOGIES INC	COM	05874B107	209	8703	SH	SOLE	4825
BK OF AMER CORP	COM	060505104	440	31256	SH	SOLE	29782
BK OF AMER CORP	COM	060505104	23	1600	SH	OTHER	1600
BARRICK GOLD CORP	FOR	067901108	217	5888	SH	SOLE	3659
BECTON DICKINSON & CO	COM	075887109	4685	68508	SH	SOLE	59651
BEST BUY INC	COM	086516101	418	14878	SH	SOLE	14467

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BOSTON PRIVATE FINL	COM	101119105	164	24001	SH	SOLE	13012
BOSTON SCIENTIFIC CORP	COM	101137107	144	18588	SH	SOLE	17618
BRISTOL MYERS SQUIBB CORP	COM	110122108	1588	68304	SH	SOLE	65318
BRISTOL MYERS SQUIBB CORP	COM	110122108	50	2150	SH	OTHER	1350
BRITISH SKY BROADCASTING GROUP	FOR	111013108	235	8287	SH	SOLE	8090
BURLINGTON NORTHN SANTA FE CORP	COM	12189T104	9740	128653	SH	SOLE	114141
CVS/CAREMARK CORP	COM	126650100	569	19782	SH	SOLE	18851
CA INC	COM	12673P105	290	15650	SH	SOLE	15650
CANADIAN NATL RY CO	FOR	136375102	494	13442	SH	SOLE	13137
CANON INC	FOR	138006309	497	15818	SH	SOLE	15443
CARNIVAL CORP	FOR	143658300	620	25495	SH	SOLE	24917
CARRIZO OIL & GAS INC	COM	144577103	166	10337	SH	SOLE	5733
CATERPILLAR INC	COM	149123101	697	15602	SH	SOLE	15020
CENTEX CORP	COM	152312104	213	20033	SH	OTHER	10199
CHECKPOINT SYSTEMS INC	COM	162825103	184	18661	SH	SOLE	10342

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CHEVRON CORP	COM	166764100	2107	28491	SH	SOLE	27446
CHEVRON CORP	COM	166764100	483	6528	SH	OTHER	4628
CHICOS	COM	168615102	117	27887	SH	SOLE	27887
CHINA LIFE INS CO	FOR	16939P106	543	11696	SH	SOLE	11420
CHINA MOBILE HK LTD SP ADR	FOR	16941M109	700	13771	SH	SOLE	13442
CHUBB CORP	COM	171232101	543	10651	SH	SOLE	10085
CHURCH & DWIGHT INC	COM	171340102	13369	238221	SH	SOLE	209132
CISCO SYS INC	COM	17275R102	6184	379397	SH	SOLE	330435
CISCO SYS INC	COM	17275R102	1480	90806	SH	OTHER	88184
CITIGROUP INC	COM	172967101	104	15536	SH	SOLE	13080
COCA COLA CO	COM	191216100	765	16906	SH	SOLE	16406
COCA COLA CO	COM	191216100	5	116	SH	OTHER	
COCA COLA HELLENIC BOTTLING CO	FOR	1912EP104	277	19143	SH	SOLE	18701
COLGATE PALMOLIVE CO	COM	194162103	7	100	SH	SOLE	100
COLGATE PALMOLIVE CO	COM	194162103	217	3160	SH	OTHER	2510
COMCAST CORP	COM	20030N101	34	2028	SH	SOLE	1053

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COMCAST CORP	COM	20030N101	474	28100	SH	OTHER	26324
CONOCOPHILLIPS	COM	20825C104	7608	146881	SH	SOLE	130099
COSTCO WHSL CORP	COM	22160K105	8607	163946	SH	SOLE	144842
COVANCE INC	COM	222816100	4680	101681	SH	SOLE	89735
DANAHER CORP	COM	235851102	10732	189576	SH	SOLE	166931
DEERE & CO	COM	244199105	4921	128417	SH	SOLE	113747
DISNEY WALT CO	COM	254687106	381	16798	SH	SOLE	15487
DISNEY WALT CO	COM	254687106	13	590	SH	OTHER	135
DOW CHEM CO	COM	260543103	270	17922	SH	SOLE	16251
DUKE ENERGY CORP	COM	26441C105	245	16355	SH	OTHER	14810
EARTHLINK INC	COM	270321102	115	17000	SH	SOLE	17000
EBAY INC	COM	278642103	180	12890	SH	OTHER	12890
ECOLAB INC	COM	278865100	8011	227895	SH	OTHER	202052
EDISON INTL	COM	281020107	424	13210	SH	OTHER	12572
EMBRAER	FOR	29081M102	320	19735	SH	OTHER	19292
EMERSON ELEC CO	COM	291011104	6773	184993	SH	SOLE	160739

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EMERSON ELEC CO	COM	291011104	958	26162	SH	OTHER	25967
ENERGYSOLUTIONS INC	COM	292756202	151	26790	SH	SOLE	14869
EXXON MOBIL CORP	COM	30231G102	19522	244548	SH	SOLE	211018
EXXON MOBIL CORP	COM	30231G102	14059	176112	SH	OTHER	155746
FBR CAP MKTS CORP	COM	30247C301	371	76262	SH	SOLE	40578
FPL GROUP INC	COM	302571104	756	15025	SH	SOLE	14425
FPL GROUP INC	COM	302571104	304	6034	SH	OTHER	5634
FID NATL INFORMATION SVCS INC	COM	31620M106	169	10415	SH	SOLE	10415
FIFTH THIRD BANCORP	COM	316773100	99	12012	SH	SOLE	12012
FIFTH THIRD BANCORP	COM	316773100	13	1568	SH	OTHER	1568
1ST FINL CORP	COM	320218100	3700	90274	SH	SOLE	90274
FIRST HORIZON NATL CORP	COM	320517105	185	17513	SH	SOLE	9330
FIRST MERCHANTS CORP	COM	320817109	1605	72275	SH	SOLE	1389
FIRSTENERGY CORP	COM	337932107	453	9328	SH	SOLE	8839
FRANKLIN RES INC	COM	354613101	7168	112388	SH	SOLE	99461
GENERAL DYNAMICS CORP	COM	369550108	549	9527	SH	SOLE	9407
GENERAL DYNAMICS CORP	COM	369550108	69	1199	SH	OTHER	922

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GEN ELEC CO	COM	369604103	1987	122677	SH	SOLE	113913
GEN ELEC CO	COM	369604103	476	29408	SH	OTHER	27408
GEN MILLS INC	COM	370334104	202	3328	SH	OTHER	3328
GENZYME CORP	COM	372917104	259	3895	SH	SOLE	3895
GILDAN ACTIVEWEAR INC	FOR	375916103	224	19011	SH	SOLE	10534
GOLDMAN SACHS	COM	38141G104	5203	61655	SH	SOLE	53614

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GRANITE CONSTRUCTION INC	COM	387328107	223	5066	SH	SOLE	2625
HARRIS CORP	COM	413875105	11203	294431	SH	SOLE	260254
HEWLETT PACKARD CO	COM	428236103	6948	191451	SH	SOLE	162498
HEWLETT PACKARD CO	COM	428236103	3025	83366	SH	DEFINED	82786
HEXCEL CORP	COM	428291108	197	26680	SH	SOLE	14779
HOME DEPOT INC	COM	437076102	218	9470	SH	SOLE	9120
IMS HEALTH INC	COM	449934108	166	10950	SH	SOLE	10950
ILLINOIS TOOL WORKS	COM	452308109	228	6494	SH	SOLE	5294
INSITUFORM TECHNOLOGIES INC	COM	457667103	249	12641	SH	SOLE	7009
INTEL CORP	COM	458140100	566	38586	SH	SOLE	37286

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INTEL CORP	COM	458140100	21	1435	SH	OTHER	1435
INTL BUSINESS MACHS CORP	COM	459200101	3751	44565	SH	SOLE	42990
INTL BUSINESS MACHS CORP	COM	459200101	4869	57853	SH	DEFINED	46917
INTL BUSINESS MACHS CORP	COM	459200101	1648	19584	SH	OTHER	18040
INTL GAME TECH	COM	459902102	2753	231518	SH	OTHER	196225
INTERPUBLIC GROUP COS INC	COM	460690100	151	38155	SH	SOLE	38155
ISHARES	EQU	464287234	629	25190	PRN	SOLE	24782
ISHARES	EQU	464287234	6	252	PRN	OTHER	252
ISHARES	EQU	464287465	7931	176794	PRN	SOLE	174112
ISHARES	EQU	464287465	584	13024	PRN	OTHER	12707
ISHARES	EQU	464287473	8638	303743	PRN	SOLE	294478
ISHARES	EQU	464287473	270	9489	PRN	OTHER	9489
ISHARES	EQU	464287481	996	31828	PRN	SOLE	31828
ISHARES	EQU	464287598	15595	314927	PRN	SOLE	308998
ISHARES	EQU	464287614	2172	58620	PRN	SOLE	58554
ISHARES	EQU	464287655	1227	24918	PRN	SOLE	23232
ISHARES	EQU	464287655	5	105	PRN	OTHER	105

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ISHARES	EQU	464287739	1239	33269	PRN	SOLE	32230
JPMORGAN CHASE & CO	COM	46625H100	12608	399870	SH	SOLE	355764
JACOBS ENGR GROUP INC	COM	469814107	7730	160701	SH	SOLE	140888
JARDEN	COM	471109108	936	81421	SH	SOLE	19620
JOHNSON & JOHNSON	COM	478160104	20049	335098	SH	SOLE	299631
JOHNSON CTLS INC	COM	478366107	230	12674	SH	SOLE	12079
KELLY SVCS INC	COM	488152208	185	14205	SH	SOLE	7938
KIMBERLY CLARK CORP	COM	494368103	523	9919	SH	SOLE	9094
KING PHARMACEUTICALS INC	COM	495582108	139	13120	SH	SOLE	13120
KOHL'S CORP	COM	500255104	304	8397	SH	SOLE	8397
KROGER CO	COM	501044101	643	24334	SH	SOLE	23166
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	346	4695	SH	SOLE	4205
LILLY ELI & CO	COM	532457108	1319	32753	SH	SOLE	31067
LILLY ELI & CO	COM	532457108	8	200	SH	OTHER	200
LOCKHEED MARTIN CORP	COM	539830109	478	5689	SH	SOLE	5357
LOWE'S COMPANIES INC	COM	548661107	354	16469	SH	SOLE	14369

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MFA FINL INC	COM	55272X102	248	42116	SH	SOLE	23162
MARTHA STEWART LIVING	COM	573083102	105	40352	SH	SOLE	22463
MASTEC INC	COM	576323109	347	29983	SH	SOLE	16627
MCDONALDS CORP	COM	580135101	14476	232764	SH	SOLE	202888
MERCK & CO INC	COM	589331107	364	11977	SH	SOLE	11475
METLIFE INC	COM	59156R108	8633	247659	SH	SOLE	217280
METLIFE INC	COM	59156R108	18	528	SH	DEFINED	528
MICROSOFT CORP	COM	594918104	9069	466489	SH	SOLE	398852
MICROSOFT CORP	COM	594918104	2297	118165	SH	OTHER	110593
MICROSEMI CORP	COM	595137100	162	12810	SH	OTHER	7286
MONSTER WORLDWIDE INC	COM	611742107	212	17533	SH	SOLE	9055
NATL BK OF GREECE	FOR	633643408	555	145677	SH	SOLE	142302
NATIONAL FUEL GAS CO	COM	636180101	235	7489	SH	SOLE	6089
NEWMONT MNG CORP	COM	651639106	244	6000	SH	SOLE	6000
NOKIA CORP	FOR	654902204	724	46427	SH	SOLE	45363

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NOBLE	COM	655044105	7785	158175	SH	SOLE	140810
NORTHERN TRUST CORP	COM	665859104	606	11632	SH	SOLE	9594
NOVARTIS AG	FOR	66987V109	656	13179	SH	SOLE	12757
NOVO NORDISK A/S	FOR	670100205	973	18936	SH	SOLE	18508
OCCIDENTAL PETE CORP	COM	674599105	582	9703	SH	OTHER	9275
OLD NATL BANCORP	COM	680033107	15326	843944	SH	SOLE	149734
OLD NATL BANCORP	COM	680033107	27	1500	SH	DEFINED	1500
OLD NATL BANCORP	COM	680033107	4126	227192	SH	OTHER	128572
ORBITAL SCIENCES CORP	COM	685564106	269	13759	SH	SOLE	7823
PNC FINL SVCS GROUP	COM	693475105	339	6919	SH	SOLE	6048
PEPSIAMERICAS INC	COM	71343P200	210	10305	SH	SOLE	10305
PEPSICO INC	COM	713448108	14382	262586	SH	SOLE	237264
PFIZER INC	COM	717081103	1608	90781	SH	SOLE	85297
PHILIP MORRIS INTL INC	COM	718172109	895	20569	SH	SOLE	19565
POTASH CORP SASK INC	COM	73755L107	230	3144	SH	SOLE	3078
PRAXAIR INC	COM	74005P104	10325	173943	SH	SOLE	154793

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PRESTIGE BRANDS HLDGS	COM	74112D101	317	30087	SH	SOLE	16668
T ROWE PRICE GROUP INC	COM	74144T108	282	7970	SH	SOLE	6770
PROCTER & GAMBLE CO	COM	742718109	15697	253907	SH	SOLE	221596
PUBLIC SERVICE ENTERPRISE GP	COM	744573106	495	16954	SH	SOLE	16100
QUESTAR CORP	COM	748356102	915	28000	SH	SOLE	28000

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ROGERS COMMUNICATIONS INC	FOR	775109200	502	16690	SH	SOLE	16302
SPDR TR UNIT SER 1	EQU	78462F103	15977	177052	PRN	SOLE	148536
SPDR TR UNIT SER 1	EQU	78462F103	5225	57898	PRN	OTHER	57898
SXC HEALTH SOLUTIONS CORP	FOR	78505P100	222	11901	SH	SOLE	6597
SAP AKTIENGESELLSCHAFT	FOR	803054204	736	20309	SH	SOLE	18477
SCHERING PLOUGH CORP	COM	806605101	268	15745	SH	SOLE	14806
SCHLUMBERGER LTD	COM	806857108	720	17002	SH	SOLE	16575
SELECT SECTOR SPDR	COM	81369Y209	215	8094	SH	SOLE	8094
SELECT COMFORT CORP	COM	81616X103	3	11450	SH	SOLE	11450
SILICON LABORATORIES INC	COM	826919102	235	9472	SH	SOLE	5252
SIMON PPTY GROUP INC	COM	828806109	314	5916	SH	SOLE	5662
SMITH & NEPHEW PLC	FOR	83175M205	396	12271	SH	SOLE	11991

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SMITH INTL INC	COM	832110100	4865	212523	SH	SOLE	190009
STAPLES INC	COM	855030102	495	27604	SH	SOLE	24498
STERICYCLE INC	COM	858912108	10463	200896	SH	SOLE	175305
STRYKER CORP	COM	863667101	7148	178933	SH	SOLE	155755
SUNCOR ENERGY INC	FOR	867229106	195	10012	SH	SOLE	9799
SYNOVUS FINL CORP	COM	87161C105	135	16300	SH	SOLE	16300
TARGET CORP	COM	87612E106	6203	179641	SH	SOLE	154727
TELEFONICA DE ESPANA	FOR	879382208	738	10953	SH	SOLE	10692
TERADYNE INC	COM	880770102	207	49035	SH	SOLE	27187
TEVA PHARMACEUTICAL INDS LTD	FOR	881624209	1026	24099	SH	SOLE	23551
THERMO FISHER SCIENTIFIC INC	COM	883556102	8831	259199	SH	SOLE	228667
3M CO	COM	88579Y101	594	10320	SH	SOLE	10220
TIME WARNER INC	COM	887317105	367	36453	SH	SOLE	34868
TOTAL SA	FOR	89151E109	540	9767	SH	SOLE	9550
TOYOTA MOTOR CORP	FOR	892331307	464	7086	SH	SOLE	6922

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TRAVELERS COS INC	COM	89417E109	713	15782	SH	SOLE	14977
TURKCELL ILETISIM HIZMETLERI AS	FOR	900111204	663	45477	SH	SOLE	44447
US BANCORP DE NEW	COM	902973304	635	25399	SH	SOLE	22354
UNITED NATURAL FOODS INC	COM	911163103	207	11613	SH	SOLE	6450
UNITED TECH CORP	COM	913017109	2401	44792	SH	SOLE	37594
VALSPAR CORP	COM	920355104	184	10175	SH	SOLE	10175
VECTREN CORP	COM	92240G101	6450	257883	SH	SOLE	253821
VANGUARD	COM	922908769	388	8676	SH	SOLE	8676
VERIZON COMMUNICATIONS	COM	92343V104	1044	30791	SH	SOLE	29066
VODAFONE GROUP PLC	FOR	92857W209	640	31293	SH	SOLE	29846
WADDELL & REED FINL INC	COM	930059100	157	10150	SH	SOLE	10150
WALMART STORES INC	COM	931142103	584	10413	SH	SOLE	10164
WALGREEN CO	COM	931422109	4741	192162	SH	SOLE	164810
WASTE MANAGEMENT INC	COM	94106L109	259	7817	SH	SOLE	7408
WELLPOINT INC	COM	94973V107	345	8190	SH	SOLE	5748
WELLS FARGO & CO	COM	949746101	6777	229901	SH	SOLE	203399

WHIRLPOOL CORP	COM	963320106	444	10733	SH	SOLE	10733
WYETH	COM	983024100	316	8436	SH	SOLE	5722
XTO ENERGY INC	COM	98385X106	7081	200752	SH	SOLE	175229
YUM BRANDS INC	COM	988498101	901	28588	SH	OTHER	28588
ZIMMER HLDGS INC	COM	98956P102	369	9140	SH	OTHER	8780
ZORAN CORP	COM	98975F101	244	35690	SH	OTHER	20278
COVIDIEN LTD	FOR	G2552X108	245	6774	SH	OTHER	6774
ENDURANCE SPECIALTY HLDGS	FOR	G30397106	269	8810	SH	OTHER	8810
ACE LTD	FOR	H0023R105	437	8267	SH	DEFINED	7836
LOGITECH INTL SA	FOR	H50430232	611	39194	SH	DEFINED	38284