

OLD NATIONAL BANCORP /IN/
Form 4
February 23, 2009

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 *
Wolking Christopher A

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)
812 S ALVORD BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2009

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

EVANSVILLE, IN 47714
(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) | 196.87 | D ⁽¹⁾ | |
| COMMON STOCK | | | | (A) or (D) | 29,901 | D | |
| COMMON STOCK | | | | (A) or (D) | 6,532.288 | I ⁽³⁾ | ONB KSOP |
| COMMON STOCK | | | | (A) or (D) | 2,733.917 | D ⁽²⁾ | |
| COMMON STOCK | | | | (A) or (D) | 3,797.143 | D ⁽⁸⁾ | |

COMMON
STOCK

535

I

GAIL S
WOLKING
- SPOUSE

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Underlying (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| EMPLOYEE STOCK OPTION | \$ 21.7 | | | | | 06/27/2001 ⁽⁷⁾ | 06/27/2011 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 21.7 | | | | | 02/01/2002 ⁽⁷⁾ | 06/27/2011 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 20.59 | | | | | 01/22/2003 ⁽⁷⁾ | 01/22/2012 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 20.68 | | | | | 01/31/2004 ⁽⁷⁾ | 01/31/2013 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 20.43 | | | | | 12/31/2004 ⁽⁷⁾ | 02/02/2014 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 21.65 | | | | | 02/01/2007 ⁽⁷⁾ | 02/24/2016 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 18.43 | | | | | 01/25/2008 ⁽⁵⁾ | 01/25/2017 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 15.29 | | | | | 02/01/2009 ⁽⁶⁾ | 01/24/2018 | COMMON STOCK |
| | \$ 13.31 | | | | | 02/01/2010 ⁽⁴⁾ | 01/29/2019 | |

| EMPLOYEE STOCK OPTION | | | | | | | | COMMO STOCK |
|-----------------------|------------------------|------------|---|-----------|-------------|-------------|--|-------------|
| PHANTOM STOCK | \$ 11.66 <u>(9)</u> | 02/19/2009 | P | 1,801.148 | <u>(10)</u> | <u>(10)</u> | | COMMO STOCK |
| PHANTOM STOCK | \$ 11.59 <u>(9)</u> | 02/20/2009 | P | 25.636 | <u>(10)</u> | <u>(10)</u> | | COMMO STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wolking Christopher A 812 S ALVORD BLVD EVANSVILLE, IN 47714 | X | | SEVP - CFO | |

Signatures

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

02/23/2009

__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) Vesting of performance based restricted stock net of applicable withholding taxes.
- (9) Shares of phantom stock acquired under ONB's Executive Deferred Compensation Plan.
- (10) 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.