

OLD NATIONAL BANCORP /IN/
Form 4
January 24, 2014

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)
ONE MAIN ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/23/2014

____ Director
 Officer (give title below) _____ Other (specify below)
SEVP - CFO

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)
				Code V Amount (D) Price			
COMMON STOCK	01/23/2014		A	18,000 A \$ 14.65	99,437 ⁽¹⁾	D	
COMMON STOCK					7,514	I ⁽³⁾	ONB KSOP
COMMON STOCK					3,733	D ⁽²⁾	
COMMON STOCK					535	I	GAIL S WOLKING - SPOUSE
COMMON STOCK					701	D ⁽⁴⁾	

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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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004 02/02/2014	COMMON STOCK	2,100
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007 02/24/2016	COMMON STOCK	15,500
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008 01/25/2017	COMMON STOCK	19,600
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009 01/24/2018	COMMON STOCK	25,000
EMPLOYEE STOCK OPTION	\$ 13.31					02/01/2010 01/29/2019	COMMON STOCK	15,000
PHANTOM STOCK	\$ 15.2 ⁽⁶⁾					⁽⁵⁾ ⁽⁵⁾	COMMON STOCK	30

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolking Christopher A ONE MAIN ST			SEVP - CFO	

EVANSVILLE, IN 47708

Signatures

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

01/24/2014

__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) Includes 54,690 restricted stock units, 15,500 restricted stock shares and 29,248 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Old National Bancorp Employee Stock Purchase Plan.
- (5) 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.
- (6) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

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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