

OLD NATIONAL BANCORP /IN/
Form 3
May 24, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â CLARK TODD C		(Month/Day/Year)	OLD NATIONAL BANCORP /IN/ [ONB]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/18/2017		
ONE MAIN ST			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
EVANSVILLE,Â INÂ 47708			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
	(City)	(State)	EXEC VP - CIO	
		(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON STOCK	26,203 ⁽¹⁾	D	Â
COMMON STOCK	15,113	D ⁽²⁾	Â
COMMON STOCK	21,688	D ⁽³⁾	Â

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
PHANTOM STOCK	Â (5)	Â (5)	COMMON STOCK	147 (4)	\$ 17.9	D	Â
EMPLOYEE STOCK OPTION	Â (6)	02/15/2018	COMMON STOCK	4,450	\$ 22.19	D	Â
EMPLOYEE STOCK OPTION	Â (6)	03/04/2019	COMMON STOCK	6,230	\$ 8.13	D	Â
EMPLOYEE STOCK OPTION	Â (6)	03/02/2021	COMMON STOCK	7,120	\$ 3.76	D	Â
EMPLOYEE STOCK OPTION	Â (6)	03/02/2022	COMMON STOCK	7,120	\$ 3.71	D	Â
EMPLOYEE STOCK OPTION	Â (6)	03/06/2023	COMMON STOCK	2,670	\$ 5.67	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK TODD C ONE MAIN ST EVANSVILLE, IN 47708	Â	Â	Â EXEC VP - CIO	Â

Signatures

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

05/24/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 17,250 restricted stock units, 5,542 restricted stock shares and 3,411 shares of common stock. Fractional amounts have been rounded to the nearest whole number.

(2) Held jointly with spouse in a brokerage account.

(3) Held in an IRA account in a brokerage account.

(4) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

(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) Employee Stock Options originated from United Bancorp Inc. At the time of the merger, 7/31/2014, all options became exercisable.

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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