

OLD NATIONAL BANCORP /IN/  
Form DEFA14A  
March 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

**(Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a -12

**OLD NATIONAL BANCORP**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

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Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

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1) Amount Previously Paid:

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4) Date Filed:

SEC 1913 (02-02) **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 control number.**

OLD NATIONAL BANCORP

Shareholder Services Department

P.O. Box 929, Evansville, Indiana 47706-0929

**Important Notice Regarding the Availability of Proxy Materials for the  
Old National Bancorp Annual Meeting of Shareholders to be Held on May 10, 2012**

**Shareholder Meeting Notice & Admission Ticket**

(1)

(2)

You are receiving this notice that the proxy materials for the annual shareholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**The 2011 Annual Report on Form 10-K, Proxy Statement, Letter to Shareholders, and directions to the Annual Meeting are available at:**

**[www.oldnational.com/proxy](http://www.oldnational.com/proxy)**

**Easy Online Access A Convenient Way to View Proxy Materials and Vote**

**When you go online to view materials, you can also vote your shares.**

**Step 1:** Go to [www.oldnational.com/proxy](http://www.oldnational.com/proxy)

**Step 2:** Click the Cast your Vote or Request Printed Materials section.

**Step 3:** Follow the instructions on the screen.

**When you go online, you can also help the environment by consenting to receive electronic delivery of future mailings.**

**If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 30, 2012 to facilitate timely delivery.**

OLD NATIONAL BANCORP

Shareholder Services Department

P.O. Box 929, Evansville, Indiana 47706-0929

**Annual Meeting Notice and Admission Ticket**

**Old National Bancorp's Annual Meeting of Shareholders will be held at the Old National Bank Headquarters, Schlottman Auditorium 4<sup>th</sup> Floor, One Main Street, Evansville, Indiana, on Thursday, May 10, 2012, at 9:00 a.m. Central Daylight Time.**

Upon arrival, please present this admission ticket at the registration desk. This ticket is valid to admit the shareholder(s) to the 2012 Annual Meeting.

**The matters to be voted on at the meeting are as follows:**

1. Election of the Company's Board of Directors consisting of eleven Directors to serve for one year and until the election and qualification of their successors.
2. Approval of the Old National Bancorp Amended and Restated 2008 Incentive Compensation Plan.
3. Advisory approval of the Company's Executive Compensation.
4. Ratification of the appointment of Crowe Horwarth LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2012.

*The Board of Directors recommends that you vote **FOR** items 1, 2, 3 and 4.*

**Please note: THIS IS NOT A PROXY!** To vote your shares you must vote online or request a set of proxy materials to receive a proxy card. If you wish to attend the meeting and vote in person, please bring this notice with you.

**Directions to the Old National Bank Headquarters, One Main Street, Evansville, Indiana 47708.**

From the North: Take US 41 South to Evansville; Exit onto the Lloyd Expressway-West. Take the Fulton Avenue Exit. Turn left onto Fulton Avenue (Riverside Drive). From Riverside Drive, turn left onto Main Street. Turn right onto 2<sup>nd</sup> Street and right onto Locust Street. The Old National Bank parking garage is on the right.

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From the South: Take US 41 North into Evansville. Exit onto Veterans Memorial Parkway, continue onto Riverside Drive. Turn right onto Locust Street. The Old National Bank parking garage is on the left.

### **Here s how to order a paper copy of the proxy materials:**

**PLEASE NOTE:** You must use the numbers in the shaded bar on the reverse side when requesting a set of proxy materials.

Telephone Call us free of charge at 1-800-677-1749.

Internet Access the website [www.oldnational.com/proxy](http://www.oldnational.com/proxy) and following the instructions.

Email Send an email message with Proxy Materials Order in the subject line and, in the body of the message, your full name and address and the two numbers in the shaded bar on the reverse side to [shareholderservices@oldnational.com](mailto:shareholderservices@oldnational.com).

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 30, 2012.