

MELTON CHRISTOPHER L
Form 4
February 24, 2003

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP

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 194

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).

(Print or Type Responses)

0

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)									
Melton, Christopher L.		Old National Bancorp ONB		<table border="1"> <tr> <td></td> <td>Director</td> <td></td> <td>10% Owner</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td></td> <td>Other (specify below)</td> </tr> </table>			Director		10% Owner	X	Officer (give title below)		Other (specify below)
	Director		10% Owner										
X	Officer (give title below)		Other (specify below)										
				Executive Vice President									
(Last) (First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year	7. Individual or Joint/Group Filing (Check Applicable Line)										
5999 Woodridge Trail		February 6, 2003											
(Street)		5. If Amendment, Date of Original (Month//Day/Year)	X	Form filed by One Reporting Person									
Newburgh, IN 47630				Form filed by More than One Reporting Person									
(City) (State) (Zip)	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 Election 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	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Ownership						
				Amount (A) Price									

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[illegible]

FORM 4 (continued)					Table II ` Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convert			
1. Title of Derivative Security (Instr. 3)	2. Con- version or Exercise Price of Deriv-ative Security	3. Trans- action Date (Month/ Date/ Year)	3A. Deemed Execution Date, if any (Month/ Date/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)	

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Right to Buy	\$23.9365	6/27/01		A	V	52,368		(1)	6/27/2011	common stock	52,368
Employee Stock Option Right to Buy	\$22.6952	1/22/02		A	V	60,375		(2)	1/22/2012	common stock	60,375
Employee Stock Option Right to Buy	\$22.8000	1/31/03		A	V	76,000		(3)	1/31/2013	common stock	76,000

Explanation of Responses:

1. The Option vests in 4 equal annual installments beginning on February 1, 2002.* (*) Subject to Accelerated Vesting in Certain Circumstances.

(2) The Option vests in 4 equal annual installments beginning on January 22, 2003.* (*) Subject to Accelerated Vesting in Certain Circumstances.

(3) The Option vests in 4 equal annual installments beginning on January 31, 2004.* (*) Subject to Accelerated Vesting in Certain Circumstances.

**Signature of Reporting
Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Last Update: 09/05/2002