

RISINGER JAMES A
Form 4
February 24, 2003

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

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

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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3235-0287

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31, 2005

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(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)		
Risinger, James A.			Old National Bancorp ONB			<input checked="" type="checkbox"/>	Director	10% Owner
						<input checked="" type="checkbox"/>	Officer (give title below)	Other (specify below)
						Chairman President C Executive Officer		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year		
411 Sandalwood Dr						February 24, 2003		
(Street)						5. If Amendment, Date of Original (Month//Day/Year)		
Evansville, IN 47715								
(City) (State) (Zip)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)			2A. Transaction Date		3. Transaction Code (Instr. 8)		4. Securities Acquired or Disposed of (D)	
							5. Amount of Securities	
							6. Ownership Form: Indirect	
							7. Signature of Reporting Person	

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	(Date, if any Day/Year) (Month/Day/ Year)	(Instr. 3, 4 and 5)		Beneficially Owned or Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 3 and 4)	Beneficial Owners (Instr. 4)
		Code	V			
Common stock				26,002.583	D	
Common stock				21,316.859	I1	
Common stock				685.000	D2	
Common stock				525.000	D3	
D James A Risinger						
I1 ONB Emp Savings and Profit Sharing Plan						
D2 James A Risinger broker held						
D3 James A Risinger broker held						

FORM 4 (continued)		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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction(s) Indirect	10. Number of Derivative Securities Owned Directly Following Reported Transaction(s) Indirect	11. Form Ownership Reported (Instr. 4)
				Code	V	(A)	(D)		Title		

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							Date Expiration ExercisableDate		Amount or Number of Shares	(Inst 4)	(Instr. 4)
Employee Stock Option Right to Buy	\$23.9365	6/27/01	A	V	175,848	(1)	6/27/2011	common stock	175,848 N/A	Direct (D)	
Employee Stock Option Right to Buy	\$23.9365	6/27/01	A	V	48,335	(2)	6/27/2011	common stock	48,335 N/A	Direct (D)	
Employee Stock Option Right to Buy	\$22.6952	1/22/02	A	V	208,950	(3)	1/22/2012	common stock	208,950 N/A	Direct (D)	
Employee Stock Option Right to Buy	\$22.8000	1/31/03	A	V	113,844	(4)	1/31/2013	common stock	113,844 N/A	Direct (D)	

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 is Immediately Exercisable.

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

(4) 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