

OLD NATIONAL BANCORP /IN/
Form 4
March 12, 2008

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)
812 S ALVORD BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
SEVP - CFO

EVANSVILLE, IN 47714
(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 or Disposed of (A) or (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| COMMON STOCK | | | | | 186.687 | D ⁽¹⁾ | |
| COMMON STOCK | | | | | 34,301 | D | |
| COMMON STOCK | | | | | 5,927.31 | I ⁽³⁾ | ONB KSOP |
| COMMON STOCK | | | | | 2,733.917 | D ⁽²⁾ | |
| COMMON STOCK | 02/01/2008 | | F | V | 651 | A | \$ 17.01 |
| | | | | | 2,573.266 | D ⁽⁸⁾ | |

COMMON STOCK 02/01/2008 F V 714 A \$ 17.01 3,224.266 D (8)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| EMPLOYEE STOCK OPTION | \$ 21.7 | | | | | 06/27/2001 ⁽⁷⁾ 06/27/2011 | COMMON STOCK 5,4 |
| EMPLOYEE STOCK OPTION | \$ 21.7 | | | | | 02/01/2002 ⁽⁷⁾ 06/27/2011 | COMMON STOCK 17,5 |
| EMPLOYEE STOCK OPTION | \$ 20.59 | | | | | 01/22/2003 ⁽⁷⁾ 01/22/2012 | COMMON STOCK 19,7 |
| EMPLOYEE STOCK OPTION | \$ 20.68 | | | | | 01/31/2004 ⁽⁷⁾ 01/31/2013 | COMMON STOCK 27,5 |
| EMPLOYEE STOCK OPTION | \$ 20.43 | | | | | 12/31/2004 ⁽⁷⁾ 02/02/2014 | COMMON STOCK 2,1 |
| EMPLOYEE STOCK OPTION | \$ 21.65 | | | | | 02/01/2007 ⁽⁴⁾ 02/24/2016 | COMMON STOCK 15,5 |
| EMPLOYEE STOCK OPTION | \$ 18.43 | | | | | 01/25/2008 ⁽⁵⁾ 01/25/2017 | COMMON STOCK 19,6 |

EMPLOYEE
STOCK \$ 15.29
OPTION

02/01/2009⁽⁶⁾ 01/24/2018 COMMON
STOCK 25,0

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wolking Christopher A 812 S ALVORD BLVD EVANSVILLE, IN 47714 | X | | SEVP - CFO | |

Signatures

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

03/12/2008

__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) Registered as joint tenants - Christopher & Gail Wolking
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Option vests in one-third annual installments beginning on 2/1/2007.
- (5) Option vests in one-third annual installments beginning on 1/25/2008.
- (6) Option vests in one-third annual installments beginning on 1/24/2009.
- (7) Immediately exercisable.
- (8) Vesting of one-third service based stock net of applicable withholding taxes.

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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