

Wolking Christopher A  
 Form 4  
 March 03, 2009

**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)  
 02/02/2009

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 (A) or Disposed of (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK					196.87	D <sup>(1)</sup>	
COMMON STOCK					26,568	D	
COMMON STOCK					6,527.308	I <sup>(3)</sup>	ONB KSOP
COMMON STOCK					2,733.917	D <sup>(2)</sup>	
COMMON STOCK	02/02/2009		F	V <u>651</u> <sub>(10)</sub> A \$ 12.73	4,448.143	D	

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COMMON STOCK 02/02/2009 F V 713<sub>(10)</sub> A \$ 12.73 5,161.143 D

COMMON STOCK 02/02/2009 F V 734<sub>(10)</sub> A \$ 12.73 5,895.143 D

COMMON STOCK 535 I GAIL S WOLKING - SPOUSE

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

**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.**

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 <sup>(7)</sup>	06/27/2011	COMMON STOCK	5
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 <sup>(7)</sup>	06/27/2011	COMMON STOCK	17
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 <sup>(7)</sup>	01/22/2012	COMMON STOCK	19
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 <sup>(7)</sup>	01/31/2013	COMMON STOCK	27
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004 <sup>(7)</sup>	02/02/2014	COMMON STOCK	2
EMPLOYEE STOCK	\$ 21.65					02/01/2007 <sup>(7)</sup>	02/24/2016	COMMON STOCK	15

