

STANLEY KELLY N  
Form 4  
February 10, 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 <b>and</b> Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)												
Stanley, Kelly N.			Old National Bancorp ONB			<input checked="" type="checkbox"/>	Director	<input type="checkbox"/>	10% Ow									
						<input type="checkbox"/>	Officer (give title below)	<input type="checkbox"/>	Other (specify below)									
(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)									
	123 E Adams Street					January 27, 2003												
(Street)						5. If Amendment, Date of Original (Month//Day/Year)			<input checked="" type="checkbox"/>	Form filed by One Reporting Person								
Muncie, IN 47305									<input type="checkbox"/>	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 Exemption 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		6. Ownership or		7. Ownership or	
										Amount (A) Price				Direct (D) or		Beneficial (B) or		

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	Day/Year					or (D)	Reported Transaction(s)  (Instr. 3 and 4)	Indirect (Instr. 4)
Common stock	01/27/03		J	V	753.093	A	15,814.949	D
Common stock	01/27/03		J	V	67.000	A	1,420.052	D1
Common stock	01/27/03		J	V	9.000	A	189.420	I2
J Shrs recd pursuant to stock dividend on ONB common stock with a record date of 1/6/2003								
D Kelly N Stanley								
D1 Kelly N Stanley IRA broker held								
I2 Donna M Stanley IRA spouse broker held								

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibles)						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	

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						and 5)					Amount or Number of Shares
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Director Stock Option Right to buy	\$11.0242	3/10/00		J(1)		6,076		Immed.	5/1/06	Common stock	6,076
Director Stock Option Right to buy	\$12.2583	3/10/00		J(1)		6,076		Immed.	5/1/07	Common stock	6,076
Director Stock Option Right to buy	\$18.9222	3/10/00		J(1)		6,076		Immed.	5/1/08	Common stock	6,076
Director Stock Option Right to buy	\$13.1221	3/10/00		J(1)		3,342		Immed.	5/1/09	Common stock	3,342

Explanation of Responses:

(1) Stock options received in connection with merger of ANB Corporation into Old National Bancorp in exchange for stock of

\_\_\_\_\_  
\*\*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