

RISINGER JAMES A
 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)

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| | | | | | | |
|--|----------------------|--|--|--|--|-----------------------------|
| 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 | <input type="checkbox"/> 10% Owner | |
| | | | | <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> 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 | 7. Individual or Joint/Group (Check Applicable Line) | |
| | 411 Sandalwood Dr | | | February 24, 2003 | | |
| (Street) | | | 5. If Amendment, Date of Original (Month//Day/Year) | <input checked="" type="checkbox"/> | Form filed by One Reporting Person | |
| Evansville, IN 47715 | | | | <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) | 2A. Transaction Date | 2B. Transaction Code | 3. Transaction Code (Instr. 8) | 4. Securities Acquired or Disposed of (D) | 5. Amount of Securities | 6. Ownership Form: Indirect |

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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. 4) | Beneficial Owners (Instr. 4) |
|--|---|---------------------|---|-------------------|---|---------------------------------------|------------------------------|
| | | Code | V | Amount (A) or (D) | | | |
| 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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired or Disposed of (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 or Reported Transaction(s) Indirect | 10. Number of Derivative Securities Owned or Reported Transaction(s) Direct | 11. Name of Beneficial Owner (Instr. 4) |
|--|--|--------------------------------------|-----------------------------------|--------------------------------|---|--|-----|--|---|--|--|--|---|---|
| | | | | Code | V | (A) | (D) | | Title | | | | | |

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| | | | | | | Date Expiration Exercisable Date | 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