

HINTON MICHAEL R

Form 4

August 16, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HINTON MICHAEL R

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)

10900 BROWNING RD

(Street)

EVANSVILLE, IN 47711

(City)

(State)

(Zip)

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

07/08/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SENIOR EXEC VICE PRES & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
COMMON STOCK				(A) or (D)	Price		
			Code	V	Amount		
COMMON STOCK					11,729.352	D	
COMMON STOCK					28,250	D	
COMMON STOCK	07/08/2005		L	V	2.301	A	\$ 21.7258
					876.212	I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER
COMMON STOCK	07/25/2005		L	V	4.472	A	\$ 22.362
					880.684	I	CUSTODIAN FOR

COMMON STOCK	26,024.989	I	TAYLOR HINTON, DAUGHTER
COMMON STOCK	2,198.84	I	ONB ESOP
COMMON STOCK	9,027.16	I	SPOUSE - DEBRA D HINTON
COMMON STOCK			SPOUSE - DEBRA D HINTON

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Securities (Instr. 3 and 4)
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 ⁽¹⁾	06/27/2011	COMMON STOCK	86,000
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 ⁽²⁾	06/27/2011	COMMON STOCK	15,000
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 ⁽³⁾	01/22/2012	COMMON STOCK	96,000
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 ⁽⁴⁾	01/31/2013	COMMON STOCK	143,000
	\$ 20.43					12/31/2004 ⁽⁵⁾	02/02/2014		15,000

EMPLOYEE
STOCK
OPTION

COMMON
STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HINTON MICHAEL R 10900 BROWNING RD EVANSVILLE, IN 47711	SENIOR EXEC VICE PRES & COO

Signatures

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

08/16/2005

__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) Vests in 4 equal annual installments beginning on 2/1/2002. Subject to accelerated vesting in certain circumstances.
- (2) Immediately exercisable.
- (3) Vests in 4 equal annual installments beginning on 1/22/2003. Subject to accelerated vesting in certain circumstances.
- (4) Vests in 4 equal annual installments beginning on 1/31/2004. Subject to accelerated vesting in certain circumstances.
- (5) Vests 100% on December 31, 2004.

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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