OLD NATIONAL BANCORP /IN/

Form 4

March 14, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Ryan James C III			2. Issuer Symbol	I. Issuel I tame and Tieker of Tracing						5. Relationship of Reporting Person(s) to Issuer				
	OLD NA [ONB]	OLD NATIONAL BANCORP /IN/ [ONB]						(Check all applicable)						
(Last)	ast) (First) (Middle) WATERSTONE CT			(Monul/Day/Tear)					Director 10% Owner Section Other (specify below)					
0433 WATERSTONE CI			02/2//20	02/27/2006						SENIOR VP & TREASURER				
		4. If Amendment, Date Original 6					6. Individual or Joint/Group Filing(Check							
	Filed(Mont	· · · · · · · · · · · · · · · · · · ·						Applicable Line) X_ Form filed by One Reporting Person						
NEWBURG	H IN 47630							_	Form filed by Mo					
								P	erson					
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									y Owned				
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Deemed ution Date, if th/Day/Year)	Code	Γransaction(A) or Disposed of (D)				5. Amount of Securities Beneficially Owned Following Reported	Ownership Indirect Form: Beneficial	Beneficial Ownership				
				Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)				
COMMON STOCK									5.7	D				
COMMON STOCK	02/27/2006			J	V	37.979	A	\$ 21.56	606.289	I	ONB ESOP			
COMMON STOCK									5,700	D				

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TC:41	or		
					E	Exercisable	Date	of	Number		
				G 1 17	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ryan James C III 6433 WATERSTONE CT NEWBURGH, IN 47630

SENIOR VP & TREASURER

Signatures

JEFFREY L KNIGHT, EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL, AS ATTORNEY-IN-FACT

03/14/2006

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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