

OLD NATIONAL BANCORP /IN/

Form 4

May 04, 2009

**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 \*  
JONES ROBERT G

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)

1100 SUWANNEE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2009

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

PRESIDENT AND CEO

EVANSVILLE, IN 47725

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| COMMON<br>STOCK                       |                                         |                                                             |                                      |                                                                         | 62,220                                                                                                             |                                                                         | D <sup>(2)</sup>                                                  |
| COMMON<br>STOCK                       |                                         |                                                             |                                      |                                                                         | 96,200                                                                                                             |                                                                         | D                                                                 |
| COMMON<br>STOCK                       | 04/06/2009                              |                                                             | L                                    | V                                                                       | 76.559                                                                                                             | A \$<br>13.0618                                                         | 11,206.379 D                                                      |
| COMMON<br>STOCK                       | 04/20/2009                              |                                                             | L                                    | V                                                                       | 34.845                                                                                                             | A \$<br>14.3493                                                         | 11,241.224 D                                                      |
| COMMON<br>STOCK                       |                                         |                                                             |                                      |                                                                         | 2,727.959<br><sup>(5)</sup>                                                                                        |                                                                         | I ONB<br>KSOP                                                     |

COMMON  
STOCK10,500 D <sup>(6)</sup>

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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Ar<br>Underlying Se<br>(Instr. 3 and 4) |                           |                    |                 |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------|---------------------------|--------------------|-----------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D)                                                  | Date Exercisable          | Expiration<br>Date | Title           |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 23.99                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |                                                      | 09/07/2005 <sup>(1)</sup> | 09/07/2014         | COMMON<br>STOCK |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 21.65                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |                                                      | 02/01/2007 <sup>(1)</sup> | 02/24/2016         | COMMON<br>STOCK |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 18.43                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |                                                      | 01/25/2008 <sup>(4)</sup> | 01/25/2017         | COMMON<br>STOCK |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 15.29                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |                                                      | 02/01/2009 <sup>(7)</sup> | 01/24/2018         | COMMON<br>STOCK |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 13.31                                                           |                                         |                                                             |                                      |                                                                                                           |                                                                |                                                      | 02/01/2010 <sup>(3)</sup> | 01/29/2019         | COMMON<br>STOCK |
| PHANTOM<br>STOCK                                    | \$ 13.12 <sup>(9)</sup>                                            | 05/01/2009                              |                                                             | P                                    |                                                                                                           | 190.549                                                        |                                                      | <sup>(8)</sup>            | <sup>(8)</sup>     | COMMON<br>STOCK |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                      |       |
|---------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                         | Director      | 10% Owner | Officer              | Other |
| JONES ROBERT G<br>1100 SUWANNEE<br>EVANSVILLE, IN 47725 | X             |           | PRESIDENT<br>AND CEO |       |

## Signatures

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

05/04/2009

\_\_\_\_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) Immediately exercisable.
- (2) Shares held with a broker.
- (3) Option vests in one-third annual installments beginning on 1/29/2010.
- (4) Option vests in one-third annual installments beginning on 1/25/2008.
- (5) KSOP balance updated based upon current data.
- (6) Shares held in Oltrust FBO Robert and Lisa Jones.
- (7) Option vests in one-third annual installments beginning on 1/24/2009.
- (8) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.
- (9) Shares of phantom stock acquitted under ONB's Executive Deferred Compensation Plan.

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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