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LAMBERT I Form 4	PHELPS	SL											
April 06, 201											OMB APF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								MMISSION	OMB	3235-0287			
Check thi if no long subject to Section 10 Form 4 or	er 9	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OI SECURITIES									Number: Expires: Estimated av burden hours response	January 31, 2005 erage	
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Se	-	a) of the		ility H	old	ing Com	pany	Act of 1	Act of 1934, 935 or Section	·		
(Print or Type R	Responses)											
1. Name and Address of Reporting Person *2. IssuerLAMBERT PHELPS LSymbol									5. Relationship of Reporting Person(s) to Issuer				
			OLD NA [ONB]	OLD NATIONAL BANCORP /IN/ [ONB]						(Check all applicable)			
(Last)	(Month/E				Day/Year) –				_	_X_ Director 10% Owner Officer (give title Other (specify below) below)			
ONE MAIN	(Stree	,		03/15/20 4. If Amer Filed(Mont	ndment,		-		A	. Individual or Joi pplicable Line) X_ Form filed by O Form filed by Me erson	ne Reporting Perso	on	
(City)	(State	e) ((Zip)	Table	e I - Noi	n-De	erivative S	ecurit	ties Acqui	red, Disposed of,	or Beneficially	Owned	
1.Title of Security (Instr. 3)		action Date 2A. Deemed 3 Day/Year) Execution Date, if T any C (Month/Day/Year) (I			Code (Instr.	Transactionor Disposed of (D)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s (Instr. 3 and 4	Ownership Form: Direct (D) or Indirect (I)) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
COMMON STOCK					code	·	Tinount		Thee	124,429.32	2 D		
COMMON STOCK										11,764.652	Ι	SPOUSE - CAROL M LAMBERT	
COMMON STOCK	03/15/	2011			J	V	30.433	А	\$ 10.7304	19,543.559	Ι	TRUSTEE (1)	
COMMON STOCK										1,000	Ι	SPOUSE - CAROL M LAMBERT (2)	
										18 500	D ⁽²⁾		

COMMON STOCK										
COMMON STOCK						1,000	I	HENDER DUPLICA BRIDGE CLUB INC	ATE	
Reminder: Repo	Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									
			ii r d	information required to	who respond to n contained in o respond unle currently valio	this form ar ess the form	re not	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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share	
PHANTOM STOCK	\$ 10.79 (<u>3</u>)	03/15/2011		J V	36.243	<u>(4)</u>	<u>(4)</u>	COMMON STOCK	36.243 (3)	
Donorti		no ro								

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
LAMBERT PHELPS L ONE MAIN ST EVANSVILLE, IN 47708	Х			

Signatures

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

**Signature of Reporting Person

01/10/2011

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) PHELPS J LAMBERT IRREV TRUST, PHELPS L LAMBERT TRUSTEE

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(2) HELD IN IRA WITH BROKER

- (3) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (4) 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.
- (5) Shares include most recent quarterly dividend reinvestment shares.
- (6) The reporting person is a director of the corporation which owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.