OLD NATIONAL BANCORP /IN/

Form 4 April 10, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

Estimated average burden hours per

response... 0.5

OMB APPROVAL

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

JONES ROBERT G

1. Name and Address of Reporting Person *

| | | | OLD NATIONAL BANCORP /IN/ [ONB] | | | | | (Check all applicable) | | | | |
|--------------------------------------|--------------------------------------|-------------------|--|------|--------------|--|--|---|--------------|-------|--|--|
| (Last) ONE MAIN | · · · · · · | (Mor | 3. Date of Earliest Transaction (Month/Day/Year) | | | | X_ | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) | | | | |
| ONE MAIN | 31 | 03/1 | 03/15/2012 | | | | | PRESIDENT AND CEO | | | | |
| FVANSVII | (Street) LE, IN 47708 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| | | (7:) | | | | | | Person | | | | |
| (City) | (State) | (Zip) | Γable I - No | on-D | erivative Se | curiti | es Acquired, | Disposed of, or | Beneficially | Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Code (Instr. 3, 4 and 5) ear) (Instr. 8) (A) or | |) | 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 | | | Code | e V | Amount | (D) | Price | 64,807 | D (2) | | | |
| COMMON STOCK | 03/30/2012 | | D | V | 30,800 | D | \$ 0 | 129,993.5 | D | | | |
| COMMON STOCK | 03/15/2012 | | J | V | 121.361 | A | \$ 12.9904 | 17,638.41 | D | | | |
| COMMON STOCK | 03/30/2012 | | F | V | 5,836 | A | \$ 13.14 | 23,474.41 | D | | | |
| COMMON STOCK | 03/30/2012 | | F | V | 2,918 | A | \$ 13.14 | 26,392.41 | D | | | |

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| COMMON STOCK | | | | | | | 2,933.827 (<u>5)</u> | I | ONB KSOP |
|-----------------|------------|---|---|---------|---|---------------|--------------------------|-------|-------------|
| COMMON STOCK | | | | | | | 10,500 | D (6) | |
| COMMON STOCK | 03/15/2012 | J | V | 18.484 | A | \$ 12.9904 | 2,686.414 (9) | D | |
| COMMON STOCK | 03/30/2012 | L | V | 240.327 | A | \$ 12.483 | 2,926.741 (9) | D | |

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

3. Transaction Date 3A. Deemed

1. Title of

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)

6. Date Exercisable and

Acquired Disposed of or Reneficially Owned

5.

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

| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Transactic Code (Instr. 8) | of | | | Underlying Sec (Instr. 3 and 4) | |
|--------------------------------------|---|------------------|----------------------------------|---------|------------------|--------------------|------------------------------------|---------------------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo Num Share |
| EMPLOYEE STOCK OPTION | \$ 23.99 | | | | 09/07/2005(1) | 09/07/2014 | COMMON STOCK | 26, |
| EMPLOYEE STOCK OPTION | \$ 21.65 | | | | 02/01/2007(1) | 02/24/2016 | COMMON STOCK | 45, |
| EMPLOYEE STOCK OPTION | \$ 18.43 | | | | 01/25/2008(4) | 01/25/2017 | COMMON STOCK | 59, |
| EMPLOYEE STOCK OPTION | \$ 15.29 | | | | 02/01/2009(7) | 01/24/2018 | COMMON STOCK | 70, |
| EMPLOYEE STOCK OPTION | \$ 13.31 | | | | 02/01/2010(3) | 01/29/2019 | COMMON STOCK | 49, |
| | | | | | (8) | (8) | | 190 |

7. Title and Amount of

PHANTOM \$ 13.14 COMMON (10)**STOCK STOCK**

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

JONES ROBERT G

PRESIDENT X ONE MAIN ST AND CEO **EVANSVILLE, IN 47708**

Signatures

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

04/10/2012

**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.
- Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person (8)becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.
- Old National Bancorp Employee Stock Purchase Plan. **(9)**
- (10) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

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.

Reporting Owners 3