

CLAYTON THOMAS F
Form 4
December 03, 2002

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP

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 194

OMB

APPROVAL

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Check this box if no
longer
subject to Section
16. Form 4 or
Form 5 obligations
may continue.
See Instruction 1(b).

(Print or Type Responses)

0

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Clayton, Thomas F.		Old National Bancorp ONB		☐ Director ☒ Officer (give title below) ☐ Other (specify below)		
				Executive Vice President		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year	7. Individual or Joint/Group Filing (Check Applicable Line)	
				November 2002		
(Street)			5. If Amendment, Date of Original (Month//Day/Year)	☒	Form filed by One Reporting Person	
Evansville, IN 47715				☐	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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Election 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	6. Ownership Form: Indirect (D) or Indirect
				Amount (A) Price		

			Year)					or (D)		Transaction(s) (Instr. 3 and 4)		(I) (Instr. 4)	
Common stock										1,260.157	D		
Common stock										1,031.109	I1		
Common stock										1,084.298	I2		
Common stock										10,090.150	I3		
Common stock		11/07/02		L	V	8.352	A	23.9462		12,580.020	I4		
D Thomas F Clayton													
I1 T F Clayton CF Laurel Jane Clayton													
I2 T F Clayton CF Patricia Carter Clayton													
I3 ONB Emp Savings and Profit Sharing Plan													
I4 Susan Clayton spouse													
FORM 4 (continued)					Table II ` Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, conver								
1. Title of Derivative Security (Instr. 3)	2. Con- version or Exercise Price of Deriv-ative Security	3. Trans- action Date (Month/ Date/ Year)	3A. Deemed Execut-ion Date, if any (Month/ Date/ 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)				

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Right to Buy	\$25.13	6/27/01		A	V	74,340		(1)	6/27/2011	common stock	74,340
Employee Stock Option Right to Buy	\$25.13	6/27/01		A	V	13,746		(2)	6/27/2011	common stock	13,746
Employee Stock Option Right to Buy	\$23.83	1/22/02		A	V	83,000		(3)	1/22/2012	common stock	83,000

Explanation of Responses:

(1) The Option vests in 4 equal installments beginning on February 1, 2002.* (*) Subject to Accelerated Vesting in Certain Circumstances.

(2) The Option is Immediately Exercisable.

(3) The Option vests in 4 equal installments beginning on January 22, 2003.* (*) Subject to Accelerated Vesting in Certain Circumstances.

**Signature of Reporting
Person

Date

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

* 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.

Last Update: 09/05/2002