

CLAYTON THOMAS F  
Form 4  
February 10, 2003

FORM 4

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)

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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0

|  |         |   |  |  |  |                            |   |   |  |
|--|---------|---|--|--|--|----------------------------|---|---|--|
| 1. Name and Address of Reporting Person*<br><br>Clayton, Thomas F. |         | 2. Issuer Name and Ticker or Trading Symbol<br><br>Old National Bancorp ONB |  |  | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                            |   |   |  |
|  |         |   |  |  | <input type="checkbox"/>   | Director                   | <input type="checkbox"/>                                    | 10% Owner   |  |
|  |         |   |  |  | <input checked="" type="checkbox"/>  | Officer (give title below) | <input type="checkbox"/>                                    | 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) |   |  |
|  |         |   |  |  | January 10, 2003   |                            |   |   |  |
| (Street)   |         |   |  |  | 5. If Amendment, Date of Original (Month//Day/Year)                        |                            | <input checked="" type="checkbox"/>                         | Form filed by One Reporting Person                            |  |
| Evansville, IN 47715   |         |   |  |  |  |                            | <input type="checkbox"/>                                    | 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)                                    |         |   | 2A. Deemed Election Date, if any (Month/Day/Year)                                |  | 3. Transaction Code (Instr. 8)   |                            |   | 5. Amount of Securities Beneficially Owned Following Reported |  |
|  |         |   |  |  | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)          |                            |   | 6. 7. Ownership or Control (Instr. 4)                         |  |
|  |         |   |  |  | Amount (A) Price   |                            |   | Direct (D) or Indirect (I)                                    |  |

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|   |          | Year) |   |   |         | or<br>(D) |         | Transaction(s)<br><br>(Instr. 3<br>and 4) | (I)<br>(Instr.<br>4) |  |
|---|----------|-------|---|---|---------|-----------|---------|---|----------------------|--|
| Common stock  | 01/27/03 |       | J | V | 63.497  | A         |         | 1,333.434                                 | D                    |  |
| Common stock  | 01/27/03 |       | J | V | 51.956  | A         |         | 1,091.068                                 | I1                   |  |
| Common stock  | 01/27/03 |       | J | V | 54.636  | A         |         | 1,147.350                                 | I2                   |  |
| Common stock  |          |       |   |   |         |           |         | 10,747.838                                | I3                   |  |
| Common stock  | 01/10/03 |       | L | V | 8.440   | A         | 23.7252 | 13,328.800                                | I4                   |  |
|   | 01/27/03 |       | J | V | 634.303 | A         |         |   |                      |  |
| J Shrs recd pursuant to stock dividend on ONB common stock with a record date of 1/6/2003 |          |       |   |   |         |           |         |   |                      |  |
| 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<br>(e.g., puts, calls, warrants, options, conversions) |   |                                |  |  |   |  |
|--|--|---|---|--------------------------------|--|--|---|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Date/Year)   | 3A. Deemed Execution 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  |
|  |  |   |   |                                |  |  |   |  |

|  |           |         |  |      |   |        |     |                     |                    |                 |  | Amount<br>or<br>Number<br>of<br>Shares |
|--|-----------|---------|--|------|---|--------|-----|---------------------|--------------------|-----------------|--|--|
|  |           |         |  | Code | V | (A)    | (D) | Date<br>Exercisable | Expiration<br>Date | Title           |  |  |
| Employee<br>Stock Option<br><br>Right to Buy | \$23.9365 | 6/27/01 |  | A    | V | 78,057 |     | (1)                 | 6/27/2011          | common<br>stock |  | 78,057                                 |
| Employee<br>Stock Option<br><br>Right to Buy | \$23.9365 | 6/27/01 |  | A    | V | 14,433 |     | (2)                 | 6/27/2011          | common<br>stock |  | 14,433                                 |
| Employee<br>Stock Option<br><br>Right to Buy | \$22.6952 | 1/22/02 |  | A    | V | 87,150 |     | (3)                 | 1/22/2012          | common<br>stock |  | 87,150                                 |
|  |           |         |  |      |   |        |     |                     |                    |                 |  |  |
|  |           |         |  |      |   |        |     |                     |                    |                 |  |  |
|  |           |         |  |      |   |        |     |                     |                    |                 |  |  |
|  |           |         |  |      |   |        |     |                     |                    |                 |  |  |
|  |           |         |  |      |   |        |     |                     |                    |                 |  |  |

Explanation of Responses:

(1) The Option vests in 4 equal annual 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 annual 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