

Murphy Barbara A
Form 4
February 02, 2009

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Murphy Barbara A

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)
6955 BAYHILL CT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SEVP - CHIEF BANKING OFFICER

NEWBURGH, IN 47630

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution 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 Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
COMMON STOCK					905	D ⁽⁴⁾	
COMMON STOCK					2,186.809	I ⁽³⁾	ONB KSOP
COMMON STOCK	01/29/2009		A	2,350	A \$ 13.31	26,117	D
COMMON STOCK	01/29/2009		A	2,350	A \$ 13.31	28,467	D
COMMON STOCK	01/29/2009		A	4,700	A \$ 13.31	33,167	D

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COMMON
STOCK

3,495.035 D ⁽⁶⁾

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

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(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)	3A. Deemed Execution Date, if any (Month/Day/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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007 ⁽⁷⁾	02/24/2016	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008 ⁽²⁾	01/25/2017	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009 ⁽⁵⁾	01/24/2018	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 13.31	01/29/2009		A	15,000	02/01/2010 ⁽¹⁾	01/29/2019	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Barbara A 6955 BAYHILL CT NEWBURGH, IN 47630			SEVP - CHIEF BANKING OFFICER	

Signatures

JEFFREY L KNIGHT, EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL, AS
ATTORNEY-IN-FACT

02/02/2009

__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) Option vests in one-third annual installments beginning on 1/29/2010.
- (2) Option vests in one-third annual installments beginning on 1/25/2008.
- (3) KSOP balance updated based upon current data.
- (4) SHARES HELD WITH A BROKER.
- (5) Option vests in one-third annual installments beginning on 1/24/2009.
- (6) Vesting of one-third service based stock net of applicable withholding taxes.
- (7) Immediately exercisable.

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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