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Knight Jeffre Form 4 February 18,	•											
FORM	1										/AL	
	UNITE	D STATES					NGE (COMMISSIO	N OMB Numbe	er: 323	5-0287	
Check this box if no longer subject to Section 16.				Washington, D.C. 20549 CHANGES IN BENEFICIAL OWN SECURITIES					Estima	ted average	ary 31, 2005 e	
Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed p Section 1 Finue.	7(a) of the		6(a) of the ility Hold	e Securit ing Con	ipany	Act o	ge Act of 1934 f 1935 or Sect 40	respon	hours per se	0.5	
(Print or Type R	lesponses)											
IZ 1. 4 I. CC I			Symbol					5. Relationship of Reporting Person(s) to Issuer				
			OLD NATIONAL BANCORP /IN/ [ONB]				(Cł	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of (Month/Da		Carliest Transaction //Year)			Director 10% Owner _X Officer (give title Other (specify below) below)				
330 LARGC	OCOURT		02/16/20)09				· · · · · · · · · · · · · · · · · · ·	IIEF LEGAL	· · · · · · · · · · · · · · · · · · ·		
EVANSVIL	(Street) LE, IN 47712			ndment, Dat th/Day/Year)	-					ng Person	k	
(City)	(State)	(Zip)	Table	I - Non-D	orivotivo	Socur	ities A c	Person quired, Disposed	of or Bone	ficially Owr	had	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	Date 2A. Dee ear) Executio any	med	3. Transactic Code	4. Securi on(A) or Di (D)	ties A spose	cquired d of	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 o Indirect Bo Ownership	of eneficial	
COMMON STOCK	02/16/2009			Code V F	Amount 327	(D) A	Price \$ 12.6	3,618.8	D <u>(6)</u>			
COMMON STOCK								136.451	D			
COMMON STOCK								9,213.233 (<u>3)</u>	Ι	ONB KS	SOP	
COMMON STOCK	02/16/2009			D	5,200	D	\$0	23,834	D			
COMMON STOCK								81.195	Ι	CUSTO FOR ABIGAI		

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COMMON STOCK					7:	2.96 I	FO CA KN	STODIAN R ROLINE E IGHT, UGHTER	
COMMON STOCK					7'	9.261 I	FO MA R K	STODIAN R RGARET NIGHT, UGHTER	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. 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.									
	ï	Fable II - Derivative (e.g., puts, c)	Securities Acquired calls, warrants, optic						
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. Transacti Code (Instr. 8)	of			7. Title and Ar Underlying Se (Instr. 3 and 4)	curities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002(4)	06/27/2011	COMMON STOCK	11,1
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 <u>(4</u>	06/27/2011	COMMON STOCK	6,9
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003(4	01/22/2012	COMMON STOCK	12,9
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004(4	01/31/2013	COMMON STOCK	17,6

EMPLOYEE STOCK OPTION	\$ 20.43	12/31/2004(4)	02/02/2014	COMMON STOCK	1,9
EMPLOYEE STOCK OPTION	\$ 21.65	02/01/2007(4)	02/24/2016	COMMON STOCK	12,8
EMPLOYEE STOCK OPTION	\$ 18.43	01/25/2008(1)	01/25/2017	COMMON STOCK	16,5
EMPLOYEE STOCK OPTION	\$ 15.29	02/01/2009(5)	01/24/2018	COMMON STOCK	19,1
EMPLOYEE STOCK OPTION	\$ 13.31	02/01/2010 <u>(2)</u>	01/29/2019	COMMON STOCK	11,(

Reporting Owners

Reporting Owner Name / Address			95			
	Director	10% Owner	Officer	Other		
Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712			EVP-CHIEF	LEGAL OFFICER		
Signatures						
JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT 02/18/2009						
**Signature of Reporting Person						
Explanation of Responses:						
* If the form is filed by more than one reporting person, <i>see</i> 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 1/25/2008.						
(1) Ontion wasta in ana third annual i	2) Ortige system in our third second installangue to be similar on 1/20/2010					

- (2) Option vests in one-third annual installments beginning on 1/29/2010.
- (3) KSOP balance updated based upon current data.
- (4) Immediately exercisable.
- (5) Option vests in one-third annual installments beginning on 1/24/2009.
- (6) Vesting of performance based restricted stock net of applicable withholding taxes.

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.