Wolking Christopher A Form 4 February 12, 2010

## FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wolking Christopher 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) ONE MAIN S	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2010	Director 10% Owner Other (specify below) SEVP - CFO			
	(Street)		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			
EVANSVILLE, IN 47708		(7')		Form filed by More than One Reporting Person			

(City)	(State) (Z	Table	e 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. Transacti Code (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					205.228	D (1)					
COMMON STOCK					41,568	D					
COMMON STOCK					6,787.924	I (3)	ONB KSOP				
COMMON STOCK					2,733.917	D (2)					
COMMON STOCK					6,145.389	D					

COMMON			GAIL S
COMMON	535	I	WOLKING
STOCK			- SPOUSE

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. Transacti Code (Instr. 8)	orDer Sec Acc Dis	urities	(A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V		(A)	(D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION	\$ 21.7							06/27/2001(7)	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.7							02/01/2002(7)	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.59							01/22/2003(7)	01/22/2012	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.68							01/31/2004(7)	01/31/2013	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.43							12/31/2004(7)	02/02/2014	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.65							02/01/2007(7)	02/24/2016	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 18.43							01/25/2008(5)	01/25/2017	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 15.29							02/01/2009(6)	01/24/2018	COMMON STOCK

**EMPLOYEE** 

STOCK \$ 13.31 02/01/2010(4) 01/29/2019 COMMON STOCK

**OPTION** 

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wolking Christopher A

ONE MAIN ST SEVP - CFO

**EVANSVILLE, IN 47708** 

## **Signatures**

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

02/12/2010

\*\*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) Registered as joint tenants Christopher & Gail Wolking
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Option vests in one-third annual installments beginning on 1/29/2010.
- (5) Option vests in one-third annual installments beginning on 1/25/2008.
- (6) Option vests in one-third annual installments beginning on 1/24/2009.
- (7) Immediately exercisable.
- (8) Shares of phantom stock acquired under ONB's Executive Deferred Compensation Plan.
- (9) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

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.

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