Wolking Christopher A Form 4

April 04, 2011 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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad Wolking Chr	*	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			OLD NATIONAL BANCORP /IN/ [ONB]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify		
ONE MAIN ST			04/01/2011	below) below) SEVP - CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
EVANSVILLE, IN 47708				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zin)				

(City)	(State) (Z	Zip) Table	e I - No	n-D	erivative S	ecuri	ties Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans Code (Instr.	. 8)	4. Securit onor Dispos (Instr. 3, 4	ed 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 of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	03/15/2011		J	·	1.373	A	\$ 10.7304	211.813	D (1)	
COMMON STOCK								39,935.75	D	
COMMON STOCK								6,993.253	I (3)	ONB KSOP
COMMON STOCK								2,733.917	D (2)	
COMMON STOCK	03/15/2011		J	V	86.507	A	\$ 10.7304	13,347.18	D	

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COMMON STOCK	03/15/2011	J	V 0.347	A	\$ 10.7304	53.465	D (9)	
COMMON STOCK	03/31/2011	L	V 58.916	A	\$ 10.184	112.381	D	
COMMON STOCK						535	I	GAIL S WOLKING - SPOUSE

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

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of Deriva Securities Acquired (A) or Disposed (D) (Instr. 3, and 5)	ative s l	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amo Underlying Secu (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

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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 OPTION	\$ 13.31				02/01/2010(4)	01/29/2019	COMMON STOCK
PHANTOM STOCK	\$ 10.81	04/01/2011	P	2.804	(8)	(8)	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	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

04/04/2011

**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 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.
- (9) Old National Bancorp Employee Stock Purchase Plan.
- (10) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

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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