Wolking Christopher A Form 4 May 16, 2011

FORM 4

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

13,347.18

D

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

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

COMMON

STOCK

(Print or Type Responses)

1. Name and Address of Reporting Person *

Wolking Chr	istopher A	<i>-</i>	Symbol	ATIONAL		, and the second	Issuer (Ch	neck all applica	able)
(Last) ONE MAIN	(First)	(Middle)	3. Date of (Month/Date 05/13/20	• /	nsaction		Director X Officer (g below)		
EVANSVILI	(Street) LE, IN 47708	3		adment, Date h/Day/Year)	e Original		6. Individual or Applicable Line) _X_ Form filed b Form filed by Person	y One Reporting	g Person
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecurities Ac	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Year) Exec	Deemed ution Date, if hth/Day/Year)	Code (Instr. 8)	4. Security on Acquired Disposed (Instr. 3,	(A) or of (D)	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							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)	

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COMMON STOCK 535	I	GAIL S WOLKING - SPOUSE

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

3. Transaction Date 3A. Deemed

1. Title of

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SEC 1474

(9-02)

6. Date Exercisable and

5. Number

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	Securit	ivative ries red	Expiration Date (Month/Day/Year		Underlying Sec (Instr. 3 and 4)	cur
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A C N
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	1
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	\$ 18.43						01/25/2008(5)	01/25/2017	COMMON STOCK	

7. Title and Amou

OPTION

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	\$ 10.92 (10)	05/13/2011	P	2.776	(8)	<u>(8)</u>	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

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

05/16/2011

**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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