LAMBERT PHELPS L

Form 4

January 09, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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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

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 * LAMBERT PHELPS L			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		(Middle)			X belo	C Director Officer (give title ow)	10% C	owner (specify	
EVANSVIL	(Street)			endment, Date Original nth/Day/Year)	Ap _I _X_	Individual or Joint/ plicable Line) _ Form filed by One _ Form filed by More son	Reporting Person	on	
(City)	(State)	(Zip)	Table	le I - Non-Derivative Securities	Acquire	ed, Disposed of, or	Beneficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		n Date, if	3. 4. Securities Acqu Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (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						124,429.322	D		
COMMON STOCK						11,764.652	I	SPOUSE - CAROL M LAMBERT	
COMMON STOCK	12/15/2011			J V 28.691 A 1	1.6141	19,636.977	I	TRUSTEE (1)	

SPOUSE -

CAROL M

LAMBERT (2)

I

 $D^{(2)}$

1,000

18,500

COMMON STOCK

COMMON STOCK $1,000 \qquad I \qquad \begin{array}{c} \text{HENDERSON} \\ \text{DUPLICATE} \\ \text{BRIDGE} \\ \text{CLUB INC} \stackrel{(5)}{_} \end{array}$

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.

SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	Date Exerc	cisable and	7. Title and Am	nount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Da	ate	Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
				and 5)					
									Amount
						Date	Expiration	Title	or
						Exercisable	Date	Title	Number
				Code V	(A) (D)				of Share

V 44.813

Reporting Owners

\$ 10 (3)

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LAMBERT PHELPS L ONE MAIN ST EVANSVILLE, IN 47708	X						

09/15/2011

Signatures

PHANTOM

STOCK

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

01/10/2012

COMMON 44.813

STOCK

(4)

(4)

**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) PHELPS J LAMBERT IRREV TRUST, PHELPS L LAMBERT TRUSTEE

Reporting Owners 2

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(2) HELD IN IRA WITH BROKER

- (3) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (4) 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.
- (5) The reporting person is a director of the corporation which owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.