Edgar Filing: OLD NATIONAL BANCORP /IN/ - Form 4

OLD NATIONAL BANCORP /IN/ Form 4 February 27, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **Rickard Candice J** Issuer Symbol **OLD NATIONAL BANCORP /IN/** (Check all applicable) [ONB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) ONE MAIN ST 02/25/2014 CHIEF RISK OFFICER-EVP (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting EVANSVILLE, IN 47708 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of 6. Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Ownership (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price COMMON 02/03/2014 D V 2,583 D \$14 46,176 D STOCK COMMON 1,577 02/03/2014 F A \$14 D 47,753 (3) STOCK COMMON 02/05/2014 Ρ V 7 A 47,760 D 13.5029 STOCK COMMON 02/25/2014 D 4.935 D \$13.49 42,825 D STOCK COMMON 3.764 02/25/2014 A \$13.49 46,589 (2) D Α (4) STOCK

COMMON		0 0						ONR				
COMMON STOCK						4,200 <u>(1)</u>	Ι	ONB KSOP				
Reminder: Report	on a separate	line for each class of s	Pe in re di	ersons wh formation equired to	no respone n containe respond u	lirectly. Ind to the collected in this form unless the for valid OMB con	n are not rm	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 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)	Code	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Y e	te	7. Title and Am Underlying Sec (Instr. 3 and 4)	curities			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share			
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004	02/02/2014	COMMON STOCK	1,024			
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008	01/25/2017	COMMON STOCK	12,300			
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009	01/24/2018	COMMON STOCK	12,000			
EMPLOYEE STOCK OPTION	\$ 13.31					02/01/2010	01/29/2019	COMMON STOCK	7,000			

Reporting Owners

Reporting Owner Name / Address	Relationships						
I O O O O O O O O O O O O O O O O O O O	Director	10% Owner	Officer	Other			
Rickard Candice J ONE MAIN ST EVANSVILLE, IN 47708			CHIEF RISK OFFICER-EVP				

Signatures

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

**Signature of Reporting Person

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) KSOP balance updated based upon current data.
- (2) Includes 20,250 restricted stock units, 4,751 restricted stock shares and 21,588 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) Vesting of one-third service based restricted stock net of applicable withholding taxes.

The original shares granted were increased based upon the final determination of the satisfaction of the performance factors described in
(4) the Old National Bancorp 2008 Incentive Compensation Plan Performance Share Award Agreement. 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.

02/27/2014 Date