

OLD NATIONAL BANCORP /IN/  
Form 4  
October 06, 2008

**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 may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mounts Allen R

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) (First) (Middle)  
1075 JEFFERSON CT  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/05/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP - CHIEF ADMIN OFFICER

NEWBURGH, IN 47630

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table 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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| COMMON STOCK                    | 09/05/2008                           |  | L                              | V 16.866 A \$ 17.7871   | 5,291.822   | D  |   |
| COMMON STOCK                    | 09/16/2008                           |  | J                              | V 58.639 A \$ 20.6901   | 5,350.461   | D  |   |
| COMMON STOCK                    | 09/22/2008                           |  | L                              | V 26.161 A \$ 22.9348   | 5,376.622   | D  |   |
| COMMON STOCK                    |                                      |  |                                |   | 400   | D  | (1)   |
| COMMON STOCK                    |                                      |  |                                |   | 18,700  | D  |   |

COMMON STOCK 10,248.338 I ONB  
 (3) KSOP

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 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| EMPLOYEE STOCK OPTION                      | \$ 21.7  |                                      |  |                                |   | 06/27/2001 <sup>(6)</sup> 06/27/2011                     | COMMON STOCK  | 8,1                        |
| EMPLOYEE STOCK OPTION                      | \$ 21.7  |                                      |  |                                |   | 02/01/2002 <sup>(6)</sup> 06/27/2011                     | COMMON STOCK  | 17,5                       |
| EMPLOYEE STOCK OPTION                      | \$ 20.59   |                                      |  |                                |   | 01/22/2003 <sup>(6)</sup> 01/22/2012                     | COMMON STOCK  | 19,7                       |
| EMPLOYEE STOCK OPTION                      | \$ 20.68   |                                      |  |                                |   | 01/31/2004 <sup>(6)</sup> 01/31/2013                     | COMMON STOCK  | 27,5                       |
| EMPLOYEE STOCK OPTION                      | \$ 20.43   |                                      |  |                                |   | 12/31/2004 <sup>(6)</sup> 02/02/2014                     | COMMON STOCK  | 2,1                        |
| EMPLOYEE STOCK OPTION                      | \$ 21.65   |                                      |  |                                |   | 02/01/2007 <sup>(5)</sup> 02/24/2016                     | COMMON STOCK  | 8,7                        |
| EMPLOYEE STOCK OPTION                      | \$ 18.43   |                                      |  |                                |   | 01/25/2008 <sup>(2)</sup> 01/25/2017                     | COMMON STOCK  | 12,3                       |

EMPLOYEE  
STOCK \$ 15.29  
OPTION

02/01/2009<sup>(4)</sup> 01/24/2018

COMMON  
STOCK 22,5

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |            |
|---|---------------|-----------|---------------------------|------------|
|   | Director      | 10% Owner | Officer                   | Other      |
| Mounts Allen R<br>1075 JEFFERSON CT<br>NEWBURGH, IN 47630   |               |           | EVP - CHIEF ADMIN OFFICER |            |
| <p><b>Signatures</b></p> <p>JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS<br/>ATTORNEY-IN-FACT</p> |               |           |                           | 10/06/2008 |
| <p>__Signature of Reporting Person</p>  |               |           |                           | 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) Shares held with a broker.
- (2) Option vests in one-third annual installments beginning on 1/25/2008.
- (3) KSOP balance updated based upon current data.
- (4) Option vests in one-third annual installments beginning on 1/24/2009.
- (5) Option vests in one-third annual installments beginning on 2/1/2007.
- (6) Immediately exercisable.

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.