

OLD NATIONAL BANCORP /IN/
Form 4
February 23, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Wolking Christopher A

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)
812 S ALVORD BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
SEVP - CFO

EVANSVILLE, IN 47714

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)
				(A) or (D) Code V Amount (D) Price			
COMMON STOCK					196.87	D ⁽¹⁾	
COMMON STOCK					29,901	D	
COMMON STOCK					6,532.288	I ⁽³⁾	ONB KSOP
COMMON STOCK					2,733.917	D ⁽²⁾	
COMMON STOCK					3,797.143	D ⁽⁸⁾	

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)

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 Underlying (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
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
	\$ 13.31					02/01/2010 ⁽⁴⁾	01/29/2019	

EMPLOYEE
STOCK
OPTION

COMMO
STOCK

PHANTOM STOCK	\$ 11.66 <u>(9)</u>	02/19/2009	P	1,801.148	<u>(10)</u>	<u>(10)</u>
PHANTOM STOCK	\$ 11.59 <u>(9)</u>	02/20/2009	P	25.636	<u>(10)</u>	<u>(10)</u>

COMMO
STOCK

COMMO
STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolking Christopher A 812 S ALVORD BLVD EVANSVILLE, IN 47714	X		SEVP - CFO	

Signatures

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

02/23/2009

__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) Vesting of performance based restricted stock net of applicable withholding taxes.
- (9) Shares of phantom stock acquired under ONB's Executive Deferred Compensation Plan.
- (10) 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.

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.