

OLD NATIONAL BANCORP /IN/
Form 4
July 02, 2013

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 *
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)
ONE MAIN ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2013

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

EVANSVILLE, IN 47708
(City) (State) (Zip)

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

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	06/17/2013		J	V 1.687 A \$ 13.2724	81,435 ⁽¹⁾	D	
COMMON STOCK					7,420	I ⁽³⁾	ONB KSOP
COMMON STOCK	06/17/2013		J	V 4.195 A \$ 13.2724	561	D ⁽⁴⁾	
COMMON STOCK	06/28/2013		L	V 45.667 A \$ 13.1385	607	D ⁽⁴⁾	
COMMON STOCK					3,434	D ⁽²⁾	

COMMON
STOCK

535

I

GAIL S
WOLKING
- SPOUSE

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.

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(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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004	02/02/2014	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007	02/24/2016	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008	01/25/2017	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009	01/24/2018	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 13.31					02/01/2010	01/29/2019	COMMON STOCK
PHANTOM STOCK	\$ 13.16 (6)	06/17/2013		J	V 34.014	(5)	(5)	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Wolking Christopher A
ONE MAIN ST
EVANSVILLE, IN 47708

SEVP - CFO

Signatures

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

07/02/2013

__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) Includes 41,190 restricted stock units, 11,000 restricted stock shares and 29,245 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Old National Bancorp Employee Stock Purchase Plan.
- (5) 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.
- (6) 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.