

OLD NATIONAL BANCORP /IN/

Form 4

January 29, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

01/25/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EXECUTIVE VP - CFO

EVANSVILLE, IN 47714

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
COMMON STOCK					177.06	D ⁽¹⁾	
COMMON STOCK					1,113.393	D	
COMMON STOCK	01/25/2007		A	6,700 A	\$ 18.43 25,700	D	
COMMON STOCK	01/25/2007		A	3,400 A	\$ 18.43 29,100	D	
COMMON STOCK					3,767.79	I	ONB ESOP

COMMON
STOCK1,733.917 D ⁽³⁾

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION	\$ 21.7							06/27/2001 ⁽²⁾	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.7							02/01/2002 ⁽²⁾	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.59							01/22/2003 ⁽²⁾	01/22/2012	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.68							01/31/2004 ⁽²⁾	01/31/2013	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.43							12/31/2004 ⁽²⁾	02/02/2014	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.65							02/01/2007 ⁽⁴⁾	02/24/2016	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 18.43	01/25/2007		A		19,600		01/25/2008 ⁽⁵⁾	01/25/2017	COMMON STOCK

Reporting Owners

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

Signatures

JEFFREY L KNIGHT, EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL, AS
ATTORNEY-IN-FACT

01/29/2007

____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) Immediately exercisable.

(3) Shares held with a broker.

(4) Option vests in one-third annual installments beginning on 2/1/2007.

(5) Option vests in one-third annual installments beginning on 1/25/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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