Knight Jeffrey L Form 4 July 08, 2011

## 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 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(b).

1. Name and Address of Reporting Person \* Knight Jeffrey L

(First)

(Street)

(State)

(Middle)

(Zip)

ONE MAIN ST

(Last)

(City)

**EVANSVILLE, IN 47708** 

2. Issuer Name and Ticker or Trading

Symbol

OLD NATIONAL BANCORP /IN/ [ONB]

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

06/15/2011

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Director 10% Owner X\_ Officer (give title \_ Other (specify

below) **EVP-CHIEF LEGAL OFFICER** 

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
						(A) or		Reported Transaction(s) (Instr. 2 and 4)	(I) (Instr. 4)	
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
COMMON STOCK	06/15/2011		J	V	0.463	A	\$ 10.4316	69.481	D (6)	
COMMON STOCK	06/30/2011		L	V	11.696	A	\$ 10.26	81.177	D (6)	
COMMON STOCK	06/15/2011		J	V	0.985	A	\$ 10.4316	147.791	D	
COMMON STOCK								9,474.613 (3)	I	ONB KSOP
COMMON STOCK	06/15/2011		J	V	0.624	A	\$ 10.4316	93.686	I	CUSTODIAN FOR MARGARET

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							R KNIGHT, DAUGHTER
COMMON 06/15/2011 STOCK	J	V 0.579	A	\$ 10.4316	86.861	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK					26,708.25	D	
COMMON STOCK					10,648.8	D (7)	

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003(4)	01/22/2012	COMMON STOCK	12,9
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004(4)	01/31/2013	COMMON STOCK	17,6
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004(4)	02/02/2014	COMMON STOCK	1,9
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007(4)	02/24/2016	COMMON STOCK	12,8

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EMPLOYEE STOCK OPTION	\$ 18.43	01/25/2008(1)	01/25/2017	COMMON STOCK	16,5
EMPLOYEE STOCK OPTION	\$ 15.29	02/01/2009(5)	01/24/2018	COMMON STOCK	19,7
EMPLOYEE STOCK OPTION	\$ 13.31	02/01/2010(2)	01/29/2019	COMMON STOCK	11,0

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Knight Jeffrey L ONE MAIN ST EVANSVILLE, IN 47708

**EVP-CHIEF LEGAL OFFICER** 

### **Signatures**

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

07/08/2011

\*\*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) Option vests in one-third annual installments beginning on 1/25/2008.
- (2) Option vests in one-third annual installments beginning on 1/29/2010.
- (3) KSOP balance updated based upon current data.
- (4) Immediately exercisable.
- (5) Option vests in one-third annual installments beginning on 1/24/2009.
- (6) Old National Bancorp Employee Stock Purchase Plan.
- (7) Vesting of one-third service 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.

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