

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
SEC Accession No. [0000707179-13-000023](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Knight Jeffrey L

CIK: **1292144**

Type: **4** | Act: **34** | File No.: **001-15817** | Film No.: **13551496**

Mailing Address
420 MAIN STREET
EVANSVILLE IN 47708

ISSUER

OLD NATIONAL BANCORP /IN/

CIK: **707179** | IRS No.: **351539838** | State of Incorporation: **IN** | Fiscal Year End: **1231**
SIC: **6021** National commercial banks

Mailing Address
ONE MAIN ST
EVANSVILLE IN 47708

Business Address
ONE MAIN ST
EVANSVILLE IN 47708
8124641434

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <u>Knight Jeffrey L</u>			2. Issuer Name and Ticker or Trading Symbol <u>OLD NATIONAL BANCORP /IN/ [ONB]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>EVP-CHIEF LEGAL OFFICER</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/24/2013</u>					
<u>ONE MAIN ST</u>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
<u>EVANSVILLE, IN 47708</u>								
(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								14,764.8	D	
COMMON STOCK	01/24/2013		A		15,000	A	\$12.86	45,392.25	D	
COMMON STOCK								9,847.989 ⁽²⁾	I	ONB KSOP
COMMON STOCK								90.551	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK								154.073	D	
COMMON STOCK								97.667	I	CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER
COMMON STOCK								150.294	D ⁽⁴⁾	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--	--	--

								Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
				Code	V	(A)	(D)								
EMPLOYEE STOCK OPTION	\$20.68							01/31/2004 ⁽³⁾	01/31/2013	COMMON STOCK	17,640		17,640	D	
EMPLOYEE STOCK OPTION	\$20.43							12/31/2004 ⁽³⁾	02/02/2014	COMMON STOCK	1,995		1,995	D	
EMPLOYEE STOCK OPTION	\$21.65							02/01/2007 ⁽³⁾	02/24/2016	COMMON STOCK	12,800		12,800	D	
EMPLOYEE STOCK OPTION	\$18.43							01/25/2008 ⁽³⁾	01/25/2017	COMMON STOCK	16,500		16,500	D	
EMPLOYEE STOCK OPTION	\$15.29							02/01/2009 ⁽³⁾	01/24/2018	COMMON STOCK	19,700		19,700	D	
EMPLOYEE STOCK OPTION	\$13.31							02/01/2010 ⁽¹⁾	01/29/2019	COMMON STOCK	11,000		11,000	D	

Explanation of Responses:

1. Option vests in one-third annual installments beginning on 1/29/2010.
2. KSOP balance updated based upon current data.
3. Immediately exercisable.
4. Old National Bancorp Employee Stock Purchase Plan.

Signatures

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT 01/28/2013

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

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 Number.