

HINTON MICHAEL R
Form 4
January 31, 2005

FORM 4

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

OMB APPROVAL

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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 *
HINTON MICHAEL R

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)
10900 BROWNING RD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SENIOR EXEC VICE PRES & COO

EVANSVILLE, IN 47711
(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	01/26/2005		J	V 548.588 A \$ 22.73	11,520.349	D	
COMMON STOCK	01/26/2005		J	V 750 A \$ 22.73	15,750	D	
COMMON STOCK	01/27/2005		A	12,500 A \$ 22.25	28,250	D	
COMMON STOCK	01/06/2005		L	V 4.063 A \$ 24.611	792.469	I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER

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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	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 Securities (Instr. 3 and 4)
COMMON STOCK		01/25/2005		L V	2.233 A \$ 22.3947	794.702 I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER
COMMON STOCK		01/26/2005		J V	39.42 A \$ 22.73	834.122 I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER
COMMON STOCK		01/26/2005		J V	1,160.567 A \$ 22.73	24,695.314 I	ONB ESOP
COMMON STOCK		01/26/2005		J V	102.841 A \$ 22.73	2,159.658 I	SPOUSE - DEBRA D HINTON
COMMON STOCK		01/26/2005		J V	429.865 A \$ 22.73	9,027.16 I	SPOUSE - DEBRA D HINTON

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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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	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 Securities (Instr. 3 and 4)
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 ⁽¹⁾ 06/27/2011	COMMON STOCK 86,
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 ⁽²⁾ 06/27/2011	COMMON STOCK 15,
	\$ 20.59					01/22/2003 ⁽³⁾ 01/22/2012	96,

