

OLD NATIONAL BANCORP /IN/

Form 4

March 12, 2008

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 *
Rickard Candice J

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)

290 COVINGTON RIDGE

(Street)

OWENSBORO, KY 42301

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2008

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

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

CHIEF RISK OFFICER-EVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
COMMON STOCK	02/01/2008		F	V 163 A \$ 17.01	1,408.292	D ⁽⁵⁾	
COMMON STOCK	02/01/2008		F	V 428 A \$ 17.01	1,836.292	D ⁽⁵⁾	
COMMON STOCK	02/05/2008		L	V 6.137 A \$ 16.2954	1,842.429	D	
COMMON STOCK					3,001.35	I ⁽¹⁾	ONB KSOP
COMMON STOCK					14,617	D	

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 ⁽²⁾ 01/22/2012	COMMON STOCK	3,5
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 ⁽²⁾ 01/31/2013	COMMON STOCK	8,2
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004 ⁽²⁾ 02/02/2014	COMMON STOCK	1,0
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008 ⁽³⁾ 01/25/2017	COMMON STOCK	12,3
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009 ⁽⁴⁾ 01/24/2018	COMMON STOCK	12,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rickard Candice J 290 COVINGTON RIDGE OWENSBORO, KY 42301			CHIEF RISK OFFICER-EVP	

Signatures

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

03/12/2008

____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) Vesting of one-third service based stock net of applicable withholding taxes.
- (2) Immediately exercisable.
- (3) Option vests in one-third annual installments beginning on 1/25/2008.
- (4) Option vests in one-third annual installments beginning on 1/24/2009.
- (5) Vesting of one-third service based 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.

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