

Mounts Allen R
Form 4
May 06, 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 *
Mounts Allen 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)
1075 JEFFERSON CT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/07/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP - CHIEF ADMIN OFFICER

NEWBURGH, IN 47630

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)		
			Code	V	Amount	(A) or (D)	Price		
COMMON STOCK	04/07/2008		L	V	16.973	A	\$ 17.6755	5,036.033	D
COMMON STOCK	04/21/2008		L	V	18.786	A	\$ 15.9697	5,054.819	D
COMMON STOCK								400	D ⁽¹⁾
COMMON STOCK								18,700	D
COMMON STOCK								9,920.533 ⁽³⁾	I ONB KSOP

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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	\$ 21.7					06/27/2001 ⁽⁶⁾ 06/27/2011	COMMON STOCK	8,1
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 ⁽⁶⁾ 06/27/2011	COMMON STOCK	17,5
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 ⁽⁶⁾ 01/22/2012	COMMON STOCK	19,7
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 ⁽⁶⁾ 01/31/2013	COMMON STOCK	27,5
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004 ⁽⁶⁾ 02/02/2014	COMMON STOCK	2,1
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007 ⁽⁵⁾ 02/24/2016	COMMON STOCK	8,7
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008 ⁽²⁾ 01/25/2017	COMMON STOCK	12,3
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009 ⁽⁴⁾ 01/24/2018	COMMON STOCK	22,5

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mounts Allen R 1075 JEFFERSON CT NEWBURGH, IN 47630	EVP - CHIEF ADMIN OFFICER

Signatures

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

05/06/2008

____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) Shares held with a broker.
- (2) Option vests in one-third annual installments beginning on 1/25/2008.
- (3) KSOP balance updated based upon current data.
- (4) Option vests in one-third annual installments beginning on 1/24/2009.
- (5) Option vests in one-third annual installments beginning on 2/1/2007.
- (6) Immediately exercisable.

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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