

OLD NATIONAL BANCORP /IN/

Form 4

September 05, 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 *
Knight Jeffrey L

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)
330 LARGO COURT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/05/2008

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

EVANSVILLE, IN 47712

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					3,291.8	D		
COMMON STOCK					132.961	D		
COMMON STOCK					8,982.132 (3)	I	ONB KSOP	
COMMON STOCK					21,834	D		
COMMON STOCK	08/05/2008		L	V	0.308	A	\$ 75.983 16.2166	CUSTODIAN FOR ABIGAIL R

COMMON STOCK	08/20/2008	L	V	0.293	A	\$ 17.0705	76.276	I	KNIGHT, DAUGHTER CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER
COMMON STOCK	08/05/2008	L	V	0.308	A	\$ 16.2166	67.959	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	08/20/2008	L	V	0.293	A	\$ 17.0705	68.252	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	08/05/2008	L	V	0.308	A	\$ 16.2166	77.331	I	CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER
COMMON STOCK	08/20/2008	L	V	0.293	A	\$ 17.0705	77.624	I	CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER
COMMON STOCK	08/05/2008	L	V	0.308	A	\$ 16.2166	74.099	I	CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER
COMMON STOCK	08/20/2008	L	V	0.293	A	\$ 17.0705	74.392	I	CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER

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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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 ⁽⁴⁾ 06/27/2011	COMMON STOCK 11,1
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 ⁽⁴⁾ 06/27/2011	COMMON STOCK 6,9
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 ⁽²⁾ 02/24/2016	COMMON STOCK 12,8
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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712			EVP-CHIEF LEGAL OFFICER	

Signatures

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

09/05/2008

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

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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