

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 *
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)

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

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

CHIEF RISK OFFICER-EVP

OWENSBORO, KY 42301

(City) (State) (Zip)

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

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	08/05/2008		L	V	6.167	A	\$ 16.2166	1,930.543	D
COMMON STOCK								3,515.019 (1)	I
COMMON STOCK								12,967	D
									ONB KSOP

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**

SEC 1474
(9-02)

number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title 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

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) KSOP balance updated based upon current data.
- (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.

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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