

Knight Jeffrey L  
Form 4  
August 11, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(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)  
07/06/2009

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

EVANSVILLE, IN 47712  
(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					140.467	D	
COMMON STOCK					5,318.8	D	
COMMON STOCK					9,197.387	I	ONB KSOP
COMMON STOCK					21,134	D	
COMMON STOCK	07/06/2009		L	V 0.535 A \$ 88.249 9.3504		I	CUSTODIAN FOR ABIGAIL R

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COMMON STOCK	07/20/2009	L	V	0.507	A	\$ 9.8569	88.756	I	KNIGHT, DAUGHTER CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER
COMMON STOCK	07/06/2009	L	V	0.535	A	\$ 9.3504	79.772	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	07/20/2009	L	V	0.507	A	\$ 9.8569	80.279	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	07/06/2009	L	V	0.535	A	\$ 9.3504	86.258	I	CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER
COMMON STOCK	07/20/2009	L	V	0.507	A	\$ 9.8569	86.765	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.**

SEC 1474  
(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)
					Code V (A) (D)		Title

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		Date Exercisable	Expiration Date		Amount or Number of Shares
EMPLOYEE STOCK OPTION	\$ 21.7	02/01/2002	06/27/2011	COMMON STOCK	11,183
EMPLOYEE STOCK OPTION	\$ 21.7	06/27/2001	06/27/2011	COMMON STOCK	6,900
EMPLOYEE STOCK OPTION	\$ 20.59	01/22/2003	01/22/2012	COMMON STOCK	12,963
EMPLOYEE STOCK OPTION	\$ 20.68	01/31/2004	01/31/2013	COMMON STOCK	17,640
EMPLOYEE STOCK OPTION	\$ 20.43	12/31/2004	02/02/2014	COMMON STOCK	1,995
EMPLOYEE STOCK OPTION	\$ 21.65	02/01/2007	02/24/2016	COMMON STOCK	12,800
EMPLOYEE STOCK OPTION	\$ 18.43	01/25/2008	01/25/2017	COMMON STOCK	16,500
EMPLOYEE STOCK OPTION	\$ 15.29	02/01/2009	01/24/2018	COMMON STOCK	19,700
EMPLOYEE STOCK OPTION	\$ 13.31	02/01/2010	01/29/2019	COMMON STOCK	11,000

## 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 VICE PRESIDENT AND GENERAL COUNSEL, AS  
ATTORNEY-IN-FACT

08/11/2009

\_\_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).

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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