

OLD NATIONAL BANCORP /IN/

Form 8-K

May 20, 2005

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 17, 2005

**OLD NATIONAL BANCORP**

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(Exact name of Registrant as specified in its charter)

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Indiana

001-15817

35-1539838

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

One Main Street  
Evansville, Indiana 47705  
(Address of Principal Executive Offices, including Zip Code)

(812) 464-1294  
(Registrant's Telephone Number, Including Area Code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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First Indenture Supplement

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**Item 8.01. Other Events**

On May 17, 2005, Old National Bancorp ( Old National ) executed an Underwriting Agreement, a copy of which is attached as Exhibit 1.1, with Citigroup Global Markets Inc. for the issuance and sale of up to \$50,000,000 aggregate principal amount of its 5.00% Senior Notes due 2010 (the Notes ), the form of which is attached as Exhibit 4.2, pursuant to Old National s Registration Statement on Form S-3 (Registration No. 333-118374), as amended, declared effective by the Securities and Exchange Commission on December 9, 2004 (the Registration Statement ). The Notes were issued pursuant to an indenture (the Indenture ), dated as of July 23, 1997, between the Company and J.P. Morgan Trust Company, National Association (as successor to Bank One, NA), as trustee, as supplemented by the terms and conditions set forth in the First Indenture Supplement, dated as of May 20, 2005. A copy of the First Indenture Supplement is attached as Exhibit 4.1.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

1.1 Underwriting Agreement, dated May 17, 2005, by and between Old National Bancorp and Citigroup Global Markets Inc.

4.1 First Indenture Supplement dated as of May 20, 2005, providing for the issuance of the Notes.

4.2 Form of 5.00% Senior Notes due 2010 (included as Annex A to Exhibit 4.1 to this current report on Form 8-K).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**Old National Bancorp**  
(Registrant)

Date: May 20, 2005

By: /s/ Jeffrey L. Knight  
Jeffrey L. Knight  
Executive Vice President, Chief Counsel  
and Corporate Secretary

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**INDEX TO EXHIBITS**

Exhibit No.	Description
1.1	Underwriting Agreement, dated May 17, 2005, by and between Old National Bancorp and Citigroup Global Markets Inc.
4.1	First Indenture Supplement dated as of May 20, 2005, providing for the issuance of the Notes.
4.2	Form of 5.00% Senior Notes due 2010 (included as Annex A to Exhibit 4.1 to this current report on Form 8-K).