

OLD NATIONAL BANCORP /IN/
Form 4
August 11, 2005

FORM 4

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

OMB APPROVAL

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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 *
JONES ROBERT G

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)
1100 SUWANNEE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT AND CEO

EVANSVILLE, IN 47725
(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
COMMON STOCK					51,250	D	
COMMON STOCK					504.44	D	
COMMON STOCK	08/10/2005		P		1,300	A	\$ 22.2
COMMON STOCK	08/10/2005		P		100	A	\$ 22.21
COMMON STOCK	08/10/2005		P		600	A	\$ 22.22

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COMMON STOCK	08/10/2005	P	200	A	\$ 22.23	17,200	D
COMMON STOCK	08/10/2005	P	300	A	\$ 22.24	17,500	D
COMMON STOCK	08/10/2005	P	22,400	A	\$ 22.25	39,900	D
COMMON STOCK	08/10/2005	P	400	A	\$ 22.28	40,300	D
COMMON STOCK	08/10/2005	P	600	A	\$ 22.3	40,900	D
COMMON STOCK	08/10/2005	P	600	A	\$ 22.31	41,500	D
COMMON STOCK	08/10/2005	P	1,100	A	\$ 22.32	42,600	D
COMMON STOCK	08/10/2005	P	300	A	\$ 22.33	42,900	D
COMMON STOCK	08/10/2005	P	600	A	\$ 22.35	43,500	D
COMMON STOCK	08/10/2005	P	200	A	\$ 22.36	43,700	D
COMMON STOCK	08/10/2005	P	200	A	\$ 22.37	43,900	D
COMMON STOCK	08/10/2005	P	100	A	\$ 22.4	44,000	D
COMMON STOCK	08/10/2005	P	500	A	\$ 22.42	44,500	D
COMMON STOCK	08/10/2005	P	300	A	\$ 22.43	44,800	D
COMMON STOCK	08/10/2005	P	200	A	\$ 22.44	45,000 ⁽²⁾	D

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security		Code	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
EMPLOYEE STOCK OPTION	\$ 23.99				09/07/2005 ⁽¹⁾	09/07/2014	COMMON STOCK	26,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES ROBERT G 1100 SUWANNEE EVANSVILLE, IN 47725	X		PRESIDENT AND CEO	

Signatures

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

08/11/2005

__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) Vests 100% on September 7, 2005.
- (2) Final purchase trade for 8/10/05.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.