

OLD NATIONAL BANCORP /IN/

Form 4

January 28, 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 *
Wolking Christopher A

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)

812 S ALVORD BLVD

(Street)

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

01/24/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

SEVP - CFO

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

EVANSVILLE, IN 47714

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK					186.687	D ⁽¹⁾	
COMMON STOCK					1,859.266	D	
COMMON STOCK	01/24/2008		A	7,000 A	\$ 15.29 32,967	D	
COMMON STOCK	01/24/2008		A	3,500 A	\$ 15.29 36,467	D	
COMMON STOCK					5,368.173 ⁽³⁾	I	ONB KSOP

COMMON
STOCK2,733.917 D (2)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION	\$ 21.7							06/27/2001 ⁽⁷⁾	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.7							02/01/2002 ⁽⁷⁾	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.59							01/22/2003 ⁽⁷⁾	01/22/2012	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.68							01/31/2004 ⁽⁷⁾	01/31/2013	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 20.43							12/31/2004 ⁽⁷⁾	02/02/2014	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 21.65							02/01/2007 ⁽⁴⁾	02/24/2016	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 18.43							01/25/2008 ⁽⁵⁾	01/25/2017	COMMON STOCK
EMPLOYEE STOCK OPTION	\$ 15.29	01/24/2008		A		25,000		02/01/2009 ⁽⁶⁾	01/24/2018	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolking Christopher A 812 S ALVORD BLVD EVANSVILLE, IN 47714	X		SEVP - CFO	

Signatures

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

01/28/2008

____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) Registered as joint tenants - Christopher & Gail Wolking
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Option vests in one-third annual installments beginning on 2/1/2007.
- (5) Option vests in one-third annual installments beginning on 1/25/2008.
- (6) Option vests in one-third annual installments beginning on 1/24/2009.
- (7) Immediately exercisable.

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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