

OLD NATIONAL BANCORP /IN/

Form 4

September 28, 2015

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kamin John R.

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)

ONE MAIN ST

(Street)

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

07/17/2015

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

CHIEF INFORMATION OFFICER

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

EVANSVILLE, IN 47708

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
COMMON STOCK	09/15/2015		J	V	93	A	\$ 14.1978	43,726 ⁽²⁾ D
COMMON STOCK	09/15/2015		J	V	19	A	\$ 14.1978	2,267 D ⁽³⁾
COMMON STOCK	09/16/2015		J	V	67	A	\$ 13.9496	7,898 D ⁽⁴⁾

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)	8. De Sec (In		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
PHANTOM STOCK	\$ 14.6 ⁽¹⁾	07/17/2015		P	19	⁽⁵⁾	⁽⁵⁾	COMMON STOCK	19	\$
PHANTOM STOCK	\$ 14.39 ⁽¹⁾	07/31/2015		P	19	⁽⁵⁾	⁽⁵⁾	COMMON STOCK	19	\$
PHANTOM STOCK	\$ 14.76 ⁽¹⁾	08/14/2015		P	19	⁽⁵⁾	⁽⁵⁾	COMMON STOCK	19	\$
PHANTOM STOCK	\$ 13.69 ⁽¹⁾	08/28/2015		P	20	⁽⁵⁾	⁽⁵⁾	COMMON STOCK	20	\$
PHANTOM STOCK	\$ 13.94 ⁽¹⁾	09/12/2015		P	20	⁽⁵⁾	⁽⁵⁾	COMMON STOCK	20	\$
PHANTOM STOCK	\$ 14.17 ⁽¹⁾	09/15/2015		J	V 17	⁽⁵⁾	⁽⁵⁾	COMMON STOCK	17	\$
PHANTOM STOCK	\$ 13.89 ⁽¹⁾	09/25/2015		P	20	⁽⁵⁾	⁽⁵⁾	COMMON STOCK	20	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kamin John R. ONE MAIN ST EVANSVILLE, IN 47708			CHIEF INFORMATION OFFICER	

Signatures

JEFFREY L KNIGHT, EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL, AS
ATTORNEY-IN-FACT

09/28/2015

__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) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (2) Includes 27,001 restricted stock units, 5,667 restricted stock shares and 11,058 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) Old National Bancorp Employee Stock Purchase Plan
- (4) Shares held with a broker.
- (5) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

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.