

OLD NATIONAL BANCORP /IN/

Form PRE 14A

February 23, 2007

Table of Contents

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

OLD NATIONAL BANCORP

(Name of Registrant as Specified In Its Charter)

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Table of Contents

**Old National Bancorp
One Main Street
Evansville, Indiana 47708**

Notice of Annual Meeting of Shareholders

To Our Shareholders:

The 2007 Annual Meeting of Shareholders of Old National Bancorp (the Company) will be held at Shanklin Theatre on the Campus of the University of Evansville, 1800 Lincoln Avenue, Evansville, Indiana on Thursday, May 17, 2007, at 9:00 a.m. for the following purposes:

- (1) The election of two Directors to Class II of the Company's Board of Directors, each to serve a term of three years.
- (2) Approval of the amendment to Section 1 of Article VII of the Company's Amended and Restated Articles of Incorporation to declassify the Board of Directors and to provide for the annual election of directors.
- (3) Approval of the amendment to the Company's Amended and Restated Articles of Incorporation to delete Article IV in its entirety and to renumber the Articles which follow Article IV.
- (4) Ratification of the appointment of Crowe Chizek and Company LLC as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2007; and
- (5) Transaction of such other matters as may properly come before the meeting or any adjournments and postponements thereof.

Common shareholders of record at the close of business on March 8, 2007 are entitled to notice of, and to vote at, the Annual Meeting.

By Order of the Board of Directors

Jeffrey L. Knight
Executive Vice President, Chief Legal Counsel and
Corporate Secretary

March 21, 2007

IMPORTANT

Please submit your proxy promptly by mail or by Internet. In order that there may be proper representation at the meeting, you are urged to complete, sign, date and return the enclosed proxy in the envelope provided or vote by Internet, whether or not you plan to attend the meeting. No postage is required if mailed in the United States.

Table of Contents

<u>Table of Contents</u>	i
<u>General Information</u>	1
<u>Corporate Governance and Nominating Committee and Other Board Matters</u>	5
<u>Role and Functioning of the Board</u>	5
<u>Attendance at Annual Meetings</u>	5
<u>Code of Ethics and Code of Conduct</u>	6
<u>Communications from Shareholders to Directors</u>	6
<u>Policy Regarding Consideration of Director Candidates Recommended by Shareholders</u>	6
<u>Determination with Respect to the Independence of Directors</u>	7
<u>Director Compensation</u>	7
<u>Committees of Our Board</u>	8
<u>Availability of Corporate Governance Documents</u>	9
<u>Item No. 1 Election of Directors</u>	10
<u>Item No. 2 Declassification of the Board of Directors</u>	14
<u>Item No. 3 Deletion of Article IV of the Amended and Restated Articles of Incorporation</u>	15
<u>Stock Ownership of Directors and Executive Officers</u>	16
<u>Executive Officers of the Company</u>	17
<u>Compensation and Management Development Committee Matters</u>	17
<u>Executive Compensation</u>	18
<u>Compensation Discussion and Analysis</u>	18
<u>Compensation and Management Development Committee Report</u>	25
<u>Summary Compensation Table</u>	25
<u>Grants of Plan-Based Awards</u>	27
<u>Outstanding Equity Awards at Fiscal Year-end</u>	28
<u>Option Exercises and Stock Vested</u>	29
<u>Pension Benefits</u>	29
<u>Nonqualified Deferred Compensation</u>	30
<u>Potential Payments on Termination or Change in Control</u>	30
<u>Director Compensation</u>	36
<u>Item No. 4 Ratification of the Appointment of Independent Registered Public Accounting Firm</u>	38
<u>Independent Accountants Fees</u>	39
<u>Report of the Audit Committee</u>	40
<u>Transactions with Management and Others</u>	42
<u>Shareholder Proposals and Director Nominations for the 2008 Annual Meeting</u>	43
<u>Annual Report</u>	43
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	43
<u>Other Matters</u>	44

Table of Contents

**Old National Bancorp
One Main Street
Evansville, Indiana 47708**

Proxy Statement

For the Annual Meeting of Shareholders
to be held on May 17, 2007, at 9:00 a.m. at
Shanklin Theatre, 1800 Lincoln Avenue, Evansville, IN 47714

General Information about the Annual Meeting and Voting

Why am I receiving these materials?

This Proxy Statement and the enclosed proxy materials relate to the Annual Meeting of Shareholders of Old National Bancorp (the Company or Old National) to be held on May 17, 2007 at 9:00 a.m. at Shanklin Theatre on the Campus of the University of Evansville, 1800 Lincoln Avenue, Evansville, Indiana (the Annual Meeting). These proxy materials are being furnished by the Company in connection with a solicitation of proxies by the Company s Board of Directors (the Board) and are being mailed on or about March 21, 2007.

Shareholders will be admitted to the Annual Meeting beginning at 8:00 a.m. Central Daylight Time. Seating will be limited.

Who can attend the Annual Meeting?

Only shareholders of the Company of record as of March 8, 2007 (the Record Date), their authorized representatives and guests of the Company may attend the Annual Meeting. Admission will be by ticket only.

How do I receive an admission ticket?

If you are a registered shareholder (your shares are held in your name) and plan to attend the meeting, your Annual Meeting admission ticket can be detached from the top portion of the proxy card.

If your shares are held in street name (in the name of a bank, broker or other holder of record) and you plan to attend the meeting, you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the Record Date for admittance to the meeting.

No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the meeting.

Who may vote at the Annual Meeting?

These proxy materials are provided to holders of the Company s common stock who were holders of record on the Record Date. Only the Company s common shareholders of record on the Record Date are entitled to vote at the Annual Meeting. On the Record Date, shares of the Company s common stock were outstanding.

As of the Record Date, to the knowledge of the Company, no person or firm, other than the Company, beneficially owned more than 5% of the common stock of the Company outstanding on that date. As of March 8, 2007, no individual Director, nominee or officer beneficially owned more than 5% of the common stock of the Company

outstanding.

As of the Record Date, to the knowledge of the Company, only the Company indirectly beneficially owned more than 5% of the outstanding common stock of the Company. The Company indirectly owned shares of common stock of the Company, which constituted % of the outstanding common stock of the Company on that date. These shares are held in various fiduciary capacities through the Company s wholly-owned trust company.

Table of Contents

How do I vote if I am a registered shareholder?

Each share of the Company's common stock outstanding on the Record Date will be entitled to one vote at the Annual Meeting. Proxy cards are enclosed to facilitate voting.

If you are a shareholder whose shares are registered in your name, you may vote your shares in person at the meeting or by one of the methods indicated below. Execution of the enclosed proxy card or voting via the Internet will not affect your right to attend the Annual Meeting. If you vote by Internet, please do not mail your proxy card. If you vote by Internet and you submit a proxy card, only the most recently submitted vote will be counted.

Vote by Proxy Card: by completing, signing, dating and mailing the enclosed proxy card in the envelope provided; or

Vote by Internet: by going to the web address www.oldnational.com and following the simple online instructions for Internet voting.

If your shares are held in street name, your broker will provide you with materials and instructions for voting your shares.

Shares of the Company's common stock for which instructions are received, will be voted in accordance with the shareholder's instructions. If you send in your proxy card or use Internet voting, but do not specify how you want to vote your shares, the proxy holders will vote them for each of the items being proposed by the Board and in the discretion of the proxy holders as to any other business that may properly come before the Annual Meeting and any adjournment or postponements thereof.

Can I change my vote after I return the proxy card or after voting electronically?

If you are a shareholder whose shares are registered in your name, you may revoke your proxy at any time before it is voted by one of the following methods:

Submitting another proper proxy with a more recent date than that of the proxy first given by:

- (1) following the Internet voting instructions, or
- (2) completing, signing, dating and returning a proxy card to the Company's Corporate Secretary.

Sending written notice of revocation to the Company's Corporate Secretary.

Attending the Annual Meeting and voting by ballot (although attendance at the Annual Meeting will not, in and of itself, revoke a proxy).

If you hold your shares in street name through a broker, you may revoke your proxy by following instructions provided by your broker. No notice of revocation or later-dated proxy will be effective until received by the Company's Corporate Secretary at or prior to the Annual Meeting.

Will the Annual Meeting be webcast?

Our Annual Meeting will be webcast on May 17, 2007. You are invited to visit www.oldnational.com at 9:00 a.m. Central Daylight Time on May 17, 2007, to access the webcast of the meeting. Registration for the webcast is required. An archived copy of the webcast will also be available on our website through May 16, 2008.

How many votes are needed to have the proposals pass?

Election of Directors. A plurality of the votes cast at the meeting is required to elect directors. This means that the Director nominee with the most votes for a particular slot is elected for that slot. You may vote for or withheld with respect to the election of directors. Only votes for or withheld are counted in determining whether a plurality has been cast in favor of a Director. Abstentions are not counted for purposes of the election of Directors.

On July 27, 2006, our Board adopted a corporate governance policy regarding director elections that is contained in our Corporate Governance Guidelines. The policy provides that in any uncontested election, any

Table of Contents

nominee for director who receives a greater number of votes withheld for his or her election than votes for such election (a majority withheld vote) will tender his or her resignation as a director promptly following the certification of the shareholder vote. The Corporate Governance and Nominating Committee, without participation by any director so tendering his or her resignation, will consider the resignation offer and recommend to the Board whether to accept it. The Board, without participation by any director so tendering his or her resignation, will act on the Corporate Governance and Nominating Committee's recommendation no later than 90 days following the date of the Annual Meeting of Shareholders at which the election occurred. If the Board decides to accept the director's resignation, the Corporate Governance and Nominating Committee will recommend to the Board whether to fill the resulting vacancy or to reduce the size of the Board. We will promptly disclose the Board's decision and the reasons for the decision in a broadly disseminated press release that will also be furnished to the Securities and Exchange Commission (SEC) on Form 8-K.

Amendments to the Articles of Incorporation. The approval of the amendment to Article VII of the Company's Amended and Restated Articles of Incorporation to provide for the annual election of directors requires the affirmative vote of two-thirds of the outstanding shares of the Company. The approval of the amendments to delete Article IV in its entirety and to renumber the Articles which follow Article IV of the Company's Article of Incorporation requires the affirmative vote of the majority of the shares present in person or by proxy at the meeting.

Ratification of Independent Registered Public Accounting Firm. The affirmative vote of a majority of the shares present in person or by proxy is required for ratification of the appointment of Crowe Chizek and Company LLC as the independent registered public accounting firm of the Company for fiscal year 2007.

What is householding ?

We have adopted a procedure called householding, which has been approved by the SEC. Under this procedure, a single copy of the annual report and proxy statement will be sent to any household at which two or more shareholders reside if they appear to be members of the same family, unless one of the shareholders at that address notifies us that they wish to receive individual copies. This procedure reduces our printing costs and fees.

Shareholders who participate in householding will continue to receive separate proxy cards.

Householding will not affect dividend check mailings in any way.

If a single copy of the annual report and proxy statement was delivered to an address that you share with another shareholder, at your written or oral request to the Company's Shareholder Services Department at 812-464-1296 or 1-800-677-1749, at P.O. Box 929, Evansville, Indiana 47706-0929, or via email to shareholderservices@oldnational.com, we will promptly deliver a separate copy.

A number of brokerage firms have instituted householding. If you hold your shares in street name, please contact your bank, broker, or other holder of record to request information about householding.

How are abstentions and broker non-votes treated?

Abstentions or broker non-votes will not be voted for or against any items or other matters presented at the meeting. Abstentions will be counted for purposes of determining the presence of a quorum at the Annual Meeting, but broker non-votes will not be counted for quorum purposes if the broker has failed to vote as to all matters.

With respect to the election of directors, abstentions, broker non-votes and instructions on the enclosed form of proxy to withhold authority to vote for one or more of the nominees will result in the nominee receiving fewer votes but will

not affect the outcome of the election.

With respect to the proposals to amend the Articles of Incorporation, ratify the selection of the independent registered public accounting firm and any other matters, abstentions and broker non-votes will have the same effect as a vote against the proposal.

Table of Contents

How do I designate my proxy?

If you wish to give your proxy to someone other than the proxies identified on the proxy card, you may do so by crossing out all the names of the Proxy members appearing on the proxy card and inserting the name of another person. The signed card must be presented at the meeting by the person you have designated on the proxy card.

Who will pay for the costs involved in the solicitation of proxies?

The Company will pay all costs of preparing, assembling, printing and distributing the proxy materials. The Company may retain Georgeson, Inc., a proxy soliciting firm, to assist in the solicitation of proxies, for an estimated fee of \$7,000 plus reimbursement of certain out-of-pocket expenses. In addition to solicitations by mail, Directors and Officers of the Company and its subsidiaries may solicit proxies personally, by telephone or in person, but such persons will not be specially compensated for their services.

We will, upon request, reimburse brokerage firms and others for their reasonable expenses incurred for forwarding solicitation material to beneficial owners of stock.

Other Matters Related to the Meeting

Only matters brought before the Annual Meeting in accordance with the Company's By-laws will be considered. Aside from the items listed above in the Notice of Annual Meeting, the Company does not know of any other matters that will be presented at the Annual Meeting. However, if any other matters properly come before the Annual Meeting or any adjournment, the proxy holders will vote them in accordance with their best judgment.

Should any nominee for Director become unable or unwilling to accept nomination or election, the persons acting under the proxy intend to vote for the election of another person recommended by the Corporate Governance and Nominating Committee of the Board and nominated by the Board. The Company has no reason to believe that any of the two nominees will be unable or unwilling to serve if elected to office.

Table of Contents

**Corporate Governance and
Nominating Committee and Other Board Matters**

The Corporate Governance and Nominating Committee is primarily responsible for corporate governance matters affecting the Company and its subsidiaries. The Corporate Governance and Nominating Committee operates under a written charter which conforms to the requirements of the SEC and the New York Stock Exchange (NYSE).

Role and Functioning of the Board

The Board, which is elected by the shareholders, selects the Executive Leadership Group (ELG), which is the executive management team charged with the conduct of the Company s business. Having selected the ELG, the Board acts as an advisor and counselor to management and ultimately monitors its performance. The Board has the responsibility for overseeing the affairs of the Company and, thus, an obligation to keep informed about the Company s business. This involvement enables the Board to provide guidance to management in formulating and developing plans and to exercise its decision-making authority on appropriate matters of importance to the Company. Acting as a full Board and through the Board s six standing committees, the Board oversees and approves the Company s strategic plan. The Board regularly reviews the Company s progress against its strategic plans and exercises oversight and decision-making authority regarding strategic areas of importance to the Company.

The Company s Corporate Governance Guidelines provide for a non-executive Chairman (currently Larry E. Dunigan), who acts as chair of meetings of the Board; leads executive sessions of the Board; consults and meets with any or all outside directors as required and represents such directors in discussions with management of the Company on corporate governance issues and other matters; ensures that the Board, Committees of the Board, individual directors and management of the Company understand and discharge their duties and obligations under the Company s system of corporate governance; mentors and counsels new members of the Board to assist them in becoming active and effective directors; leads the Board in the annual evaluation of the CEO s performance; acts in an advisory capacity to the president and CEO in all matters concerning the interests of the Board and relationships between management and the Board; and performs such other duties and responsibilities as may be delegated to the non-executive Chairman by the Board from time to time.

Executive sessions, or meetings of outside Directors without management present, are held at regular intervals for both the Board and the Committees. Mr. Dunigan, as the non-executive Chairman of the Company, serves as the presiding director of the executive session meetings of the non-management Directors of the Board. The Board meets in executive session a minimum of four times each year.

The Board met eight times during 2006. Each Director attended 75% or more of Board meetings and meetings of Committees on which they served in 2006. Directors as a group attended an average of 97% of the Board meetings and meetings of Committees on which they served in 2006.

Corporate Governance and Nominating Committee Scope of Responsibilities

The Corporate Governance and Nominating Committee has responsibility for recruiting and nominating new Directors, assessing the independence of non-management Directors, leading the Board in its annual performance evaluation, reviewing and assessing the adequacy of the Corporate Governance Guidelines and retaining outside advisors as needed to assist and advise the Board with respect to legal and other accounting matters. The Corporate Governance Committee is also responsible for reviewing with the full Board, on an annual basis, the requisite skills and characteristics of Board members as well as the composition of the Board as a whole.

Attendance at Annual Meetings

The Company has not established a formal policy regarding Director attendance at its Annual Meeting of Shareholders, but it encourages all Directors to attend these meetings and reimburses expenses associated with attendance. The non-executive Chairman presides at the Annual Meeting of Shareholders. All the Directors attended the Annual Meeting of Shareholders in 2006.

Table of Contents

Code of Conduct and Code of Ethics

The Board has adopted the Code of Business Conduct and Ethics that sets forth important company policies and procedures in conducting our business in a legal, ethical and responsible manner. These standards are applicable to all of our directors and employees, including the Company's Chief Executive Officer, Chief Financial Officer and Controller. In addition, the Audit Committee has adopted the Code of Ethics for CEO and Senior Financial Officers that supplements the Code of Business Conduct and Ethics by providing more specific requirements and guidance on certain topics. The Code of Ethics for CEO and Senior Financial Officers applies to the Company's Chief Executive Officer, Chief Financial Officer and Controller. The Code of Business Conduct and Ethics and the Code of Ethics for CEO and Senior Financial Officers are available on our website at www.oldnational.com. We will post any material amendments to, or waivers from, our Code of Business Conduct and Ethics and Code of Ethics for Senior Financial Officers on our website within two days following the date of such amendment or waiver.

Employees are required to report any conduct they believe in good faith to be an actual or apparent violation of our Codes of Conduct. In addition, as required under the Sarbanes-Oxley Act of 2002, the Audit Committee has established confidential procedures to receive, retain and treat complaints received regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by company employees of concerns regarding questionable accounting or auditing matters.

Corporate Governance Guidelines

The Board has adopted the Corporate Governance Guidelines that, along with the Company's corporate charter, By-laws and charters of the various committees of the Board, provide the foundation for the Company's governance. Among other things, our Corporate Governance Guidelines set forth the (i) minimum qualifications for the Directors; (ii) independence standards for the Directors, (iii) responsibilities of the Directors; (iv) majority vote standard for the election of directors; (v) committees of the Board, (vi) access of Directors to the officers and employees of the Company; (vii) Directors' compensation; (viii) procedures for Director orientation and development; (ix) procedures for an annual review of the CEO and management succession planning; (x) stock ownership guidelines for executives and directors; and (xi) procedures for an annual self-evaluation of the Board.

Communications from Shareholders to Directors

The Board believes that it is important that a direct and open line of communication exist between the Board and the Company's shareholders and other interested parties. As a consequence, the Board has adopted the procedures described in the following paragraph for communications to Directors.

Any shareholder or other interested party who desires to contact Old National's Chairman or the other members of the Board may do so by writing to: Board of Directors, c/o Corporate Secretary, Old National Bancorp, P.O. Box 718, Evansville, IN 47705-0718. Communications received are distributed to the non-executive Chairman or other members of the Board, as appropriate, depending on the facts and circumstances outlined in the communication received. For example, if any complaints regarding accounting, internal accounting controls and auditing matters are received, then they will be forwarded by the Corporate Secretary to the Chairman of the Audit Committee for review.

Policy Regarding Consideration of Director Candidates Recommended by Shareholders

The Company's nomination procedures for directors are governed by its By-Laws. Each year the Corporate Governance and Nominating Committee makes a recommendation to the entire Board of nominees for election as

directors. The Corporate Governance and Nominating Committee will review suggestions from shareholders regarding nominees for election as directors. All such suggestions from shareholders must be submitted in writing to the Corporate Governance and Nominating Committee at the Company's principal executive office not less than 120 days in advance of the date of the annual or special meeting of shareholders at which directors are to be elected. All written suggestions of shareholders must set forth (i) the name and address of the shareholder making the suggestion, (ii) the number and class of shares owned by such shareholder, (iii) the name, address and age of the suggested nominee for election as Director, (iv) the nominee's principal occupation during the five years

Table of Contents

preceding the date of suggestion, (v) all other information concerning the nominee as would be required to be included in the proxy statement used to solicit proxies for the election of the suggested nominee, and (vi) such other information as the Corporate Governance and Nominating Committee may reasonably request. Consent of the suggested nominee to serve as a Director of the Company, if elected, must also be included with the written suggestion.

In seeking individuals to serve as directors, the Corporate Governance and Nominating Committee seeks members from diverse professional backgrounds who combine a broad spectrum of experience and expertise. Directors should have an active interest in the business of the Company, possess a willingness to represent the best interests of all shareholders, be able to objectively appraise management performance, possess the highest personal and professional ethics, integrity and values, and be able to comprehend and advise management on complicated issues that face the Company and Board.

Directors should also demonstrate achievement in one or more fields of business, professional, governmental, communal scientific or educational endeavor. Directors are expected to have sound judgment, born of management or policy making experience that demonstrates an ability to function effectively in an oversight role. In addition, directors should have a general appreciation regarding major issues facing public companies of a size and operational scope similar to that of the Company. These issues include contemporary governance concerns, regulatory obligations of an SEC reporting financial holding company, strategic business planning and basic concepts of corporate finance.

Determination with Respect to the Independence of Directors

It is the policy of the Board that a majority of its members be independent from management, and the Board has adopted Director Independence Standards that meet the listing standards of the NYSE. In accordance with our Corporate Governance Guidelines, the Board undertook its annual review of director independence. During this review, the Board considered any and all commercial and charitable relationships of directors, including transactions and relationships between each Director or any member of his or her immediate family and the Company and its subsidiaries. Following the review, the Board affirmatively determined, by applying the Director Independence Standards contained in the Corporate Governance Guidelines that each of our Directors nominated for election at this Annual Meeting, Niel C. Ellerbrook and Kelly N. Stanley, is independent of the Company and its management in that none has a direct or indirect material relationship with the Company.

The independent Directors of the Company are Joseph D. Barnette, Jr., Larry E. Dunigan, David E. Eckerle, Niel C. Ellerbrook, Andrew E. Goebel, Phelps L. Lambert, Marjorie Z. Soyugenc, Kelly N. Stanley and Charles D. Storms. The non-independent Directors are President and CEO, Robert G. Jones, and non-management Board member, Alan W. Braun. Mr. Jones is considered an inside Director because of his employment as President and CEO of the Company. Mr. Braun is not considered an independent outside Director as a result of work performed by his company, Industrial Contractors, Inc., on behalf the Company.

In addition, all members of the Audit Committee, the Compensation and Management Development Committee and the Corporate Governance and Nominating Committee satisfy the standards of independence applicable to members of such committees established under applicable law, the listing requirements of the NYSE and the Director Independence Standards set forth in the Company's Corporate Governance Guidelines.

Director Compensation

All outside Directors of the Company receive an annual retainer of \$35,000 for serving on the Board. The outside Directors receive \$20,000 of the retainer in cash, while \$15,000 of the retainer is paid in Company stock. Directors not otherwise employed by the Company also receive \$1,000 for each Committee meeting attended and Audit Committee

members receive \$1,500 for each Audit Committee meeting attended. The Audit Committee Chairman receives an additional annual retainer of \$7,500 and Directors serving as a Committee Chairman on other committees receive an additional annual retainer of \$2,500. The non-executive Chairman of the Board receives an additional annual retainer of \$25,000, which he returned to the Company on January 8, 2007. Robert G. Jones, President and CEO of the Company and the only inside Director on the Board, receives no compensation for his directorship. For more information on Director compensation, please refer to pages 36 and 37.

Table of Contents**Committees of our Board**

The following table lists the membership of the Company's standing Board Committees in 2006.

Director	Audit	Compensation and Management Development	Corporate Governance and Nominating	Funds Management	Risk and Credit Policy	Community and Social Responsibility
Joseph D. Barnette, Jr.		X			X	
Alan W. Braun					X	X
Larry E. Dunigan	X	X	Chair			
David E. Eckerle				X	Chair	X
Niel C. Ellerbrook		Chair	X			
Andrew E. Goebel	Chair			X	X	
Robert G. Jones						
Phelps L. Lambert	X		X	Chair		
Marjorie Z. Soyugenc	X	X				Chair
Kelly N. Stanley			X			
Charles D. Storms	X			X		X

The members of the Company's Board are elected to various committees. The standing committees of the Board include an Executive Committee, an Audit Committee, a Compensation and Management Development Committee, a Corporate Governance and Nominating Committee, a Funds Management Committee, a Risk and Credit Policy Committee, and a Community and Social Responsibility Committee.

When the Board is not in session, the Executive Committee has all of the power and authority of the Board except with respect to amending the Articles of Incorporation or By-Laws of the Company; approving an agreement of merger or consolidation; recommending to the shareholders the sale, lease or exchange of all or substantially all of the Company's property and assets; recommending to the shareholders a dissolution of the Company or a revocation of such dissolution; declaring dividends; or authorizing the issuance or reacquisition of shares. The Executive Committee did not meet in 2006 and currently does not have any members.

The members of the Audit Committee are Andrew E. Goebel (Chairperson), Larry E. Dunigan, Phelps L. Lambert, Marjorie Z. Soyugenc and Charles D. Storms. The Audit Committee held nine meetings during 2006. The functions of the Audit Committee are described under Report of the Audit Committee on page 40. The Audit Committee has adopted a written charter which has been approved by the Board.

The members of the Corporate Governance and Nominating Committee are Larry E. Dunigan (Chairperson), Niel C. Ellerbrook, Phelps L. Lambert, and Kelly N. Stanley. The Corporate Governance and Nominating Committee met four times in 2006. The functions of the Corporate Governance and Nominating Committee are described under

Corporate Governance and Nominating Committee and other Board Matters on page 5. The Corporate Governance and Nominating Committee has adopted a written charter which has been approved by the Board.

The members of the Compensation and Management Development Committee are Niel C. Ellerbrook (Chairperson), Joseph D. Barnette, Jr., Larry E. Dunigan and Marjorie Z. Soyugenc. The Compensation and Management Development Committee met six times during 2006. The functions of the Compensation and Management Development Committee are described under Compensation and Management Development Committee Matters on page 18. The Compensation and Management Development Committee has adopted a written charter which has been approved by the Board.

The members of the Risk and Credit Policy Committee are David E. Eckerle (Chairperson), Joseph D. Barnette, Jr., Alan W. Braun and Andrew E. Goebel. On January 31, 2007, Mr. Eckerle announced his retirement from the Board effective May 17, 2007 and that he would not stand for re-election at the Annual Meeting. The Risk and Credit Policy Committee met five times in 2006. The function of the Risk and Credit Policy Committee is to oversee the Company's policies, procedures and practices relating to credit, operation and compliance risk. The Risk and Credit Policy Committee has adopted a written charter which has been approved by the Board.

The members of the Community and Social Responsibility Committee are Marjorie Z. Soyugenc (Chairperson), Alan W. Braun, David E. Eckerle and Charles D. Storms. The Community and Social Responsibility Committee met three times in 2006. The Community and Social Responsibility Committee has the responsibility to review the Company's compliance with the Community Reinvestment Act, Fair Lending Practices, associate commitment and diversity, supplier diversity and the Company's Affirmative Action Plan. During 2005, the Community and Social

Table of Contents

Responsibility Committee approved the formation of the Old National Bank Foundation through which major charitable gifts from the Company will be funded. The Community and Social Responsibility Committee has adopted a written charter which has been approved by the Board.

The members of the Funds Management Committee are Phelps L. Lambert (Chairman), David E. Eckerle, Andrew E. Goebel and Charles Storms. The Funds Management Committee met six times during 2006. The function of the Funds Management Committee is to monitor the balance sheet risk profile of the Company, including credit, interest rate, liquidity and leverage risks. The Funds Management Committee is also responsible for reviewing and approving the investment policy for the Company. The Funds Management Committee has adopted a written charter which has been approved by the Board.

In addition to serving on the Corporate Governance and Nominating Committee, Kelly Stanley serves as Chairman of the Old National Trust Company Board of Directors and Chairman of ONB Insurance Group, Inc. Board of Directors. Both companies are subsidiaries of the Company.

Availability of Corporate Governance Documents

The Company's Corporate Governance Guidelines (including the Director Independence Standards), Board committee charters for the Audit Committee, Corporate Governance and Nominating Committee, and the Compensation and Management Development Committee, as well as the Code of Business Conduct and Ethics, and the Code of Ethics for CEO and Senior Financial Officers can be viewed under the Corporate Governance link on the Company's website at www.oldnational.com. These documents, as well as charters for all of the Company's Board committees, are available in print to any interested party who requests them by writing to: Corporate Secretary, Old National Bancorp, P.O. Box 718, Evansville, IN 47705-0718.

Table of Contents

Item 1: Election of Directors

The first item to be acted upon at the Annual Meeting of Shareholders is the election of two directors to Class II of the Board, each to hold office for three years (until the 2010 Annual Meeting) and until his successor shall have been duly elected and qualified or his earlier resignation, removal or death. In the event the shareholders approve Item 2 at the Annual Meeting of Shareholders, the two nominees elected at this Annual Meeting will serve until the 2008 Annual Meeting, and thereafter all directors shall be elected annually to hold office until the ensuing Annual Meetings of Shareholders.

In accordance with the Company's Articles of Incorporation and By-Laws, the Board consists of 12 directors divided into three classes with staggered terms. Each class is to be elected to three year terms with each term expiring in different years. At each Annual Meeting, the directors or nominees constituting one class are elected for a three year term. The current Class II directors' terms will expire at the Annual Meeting, on May 17, 2007. Any vacancies that occur after the directors are elected may be filled by the Board in accordance with the By-Laws for the remainder of the full term of the vacant directorship.

The Board has nominated for election as Class II directors the following two persons, each of whom are presently serving as Class II directors of the Company: Niel C. Ellerbrook and Kelly N. Stanley. If any Director nominee named in this proxy statement shall become unable or decline to serve (an event which the Board does not anticipate), the persons named as proxies will have discretionary authority to vote for a substitute nominee named by the Board, if the Board determines to fill such nominee's position. Unless authorization is withheld, the enclosed proxy, when properly signed and returned, will be voted for the election as directors of all of the nominees listed in this proxy statement.

The By-Laws of the Company currently provide for the Board to be comprised of 12 Directors. If Mr. Ellerbrook and Mr. Stanley are both elected to the Board, two vacancies on the Board will remain unfilled. The Board currently contemplates taking action to either reduce the size of the Board to 10 persons or to fill the vacancies. The proxies may not be voted for a greater number of persons than are presently nominated as Directors.

Pages 11 through 13 and page 16 contain the following information with respect to each Class II Director, and with respect to incumbent directors in Classes I and III of the Board who are not nominees for re-election at the Annual Meeting: name; principal occupation or business experience for the last five years; age; the year in which the nominee or incumbent Director first became a Director of the Company; the number of shares of common stock of the Company beneficially owned by the nominee or incumbent Director as of March 8, 2007; and the percentage that the shares beneficially owned represent of the total outstanding shares of the Company as of March 8, 2007. The number of shares of common stock of the Company shown as being beneficially owned by each Director nominee or incumbent Director includes those over which he or she has either sole or shared voting or investment power.

Table of Contents

Listed below is certain biographical information of each of the nominees for election including his or her principal occupation and other business affiliations.

**Nominees for Director to be Elected
Class II
Terms Expiring 2010**

Niel C. Ellerbrook

<i>Age:</i>	58
<i>Director Since:</i>	2002
<i>Principal Occupation since 2001:</i>	Chairman, President and CEO of Vectren Corporation, an energy holding company, 2003 - present. Chairman and CEO of Vectren Corporation from 2001 to 2003.

Kelly N. Stanley

<i>Age:</i>	63
<i>Director Since:</i>	2002
<i>Principal Occupation since 2001:</i>	President of BMH Foundation, Inc., a non-profit corporation, from 2003 to present. President and CEO of Ontario Corporation, a diversified technology/manufacturing company, from 2001 to 2003.

Table of Contents

**Directors Continuing in Office
Class I
Terms Expiring 2009**

Joseph D. Barnette, Jr.

<i>Age:</i>	67
<i>Director Since:</i>	2005
<i>Principal Occupation since 2001:</i>	President of the Sexton Companies, apartment developers/managers, since 2002. Chairman of Bank One, N.A., a financial services company, from 2001 to 2002.

Larry E. Dunigan

<i>Age:</i>	64
<i>Director Since:</i>	1982
<i>Principal Occupation since 2001:</i>	Chief Executive Officer of Holiday Management Company, healthcare services and Internet services.

Phelps L. Lambert

<i>Age:</i>	59
<i>Director Since:</i>	1990
<i>Principal Occupation since 2001:</i>	Managing Partner of Lambert and Lambert, investments.

Marjorie Z. Soyugenc

<i>Age:</i>	66
<i>Director Since:</i>	1993
<i>Principal Occupation since 2001:</i>	Executive Director and CEO, Welborn

Baptist Foundation, Inc., a non-profit foundation, since 2004. Executive Director and CEO, WBH Evansville, Inc. and Welborn Baptist Foundation, Inc., non-profit foundations, 2001 to 2004.

Table of Contents

**Directors Continuing in Office
Class III
Terms Expiring 2008**

Alan W. Braun

<i>Age:</i>	62
<i>Director Since:</i>	1988
<i>Principal Occupation since 2001:</i>	Chairman, President and CEO of Industrial Contractors, Inc., a construction company, since 2004. Chairman and CEO of Industrial Contractors, Inc. from 2002 to 2004. President of Industrial Contractors, Inc. from 2001 to 2002.

Andrew W. Goebel

<i>Age:</i>	59
<i>Director Since:</i>	2000
<i>Principal Occupation since 2001:</i>	Financial and management consultant since 2003. President and COO of Vectren Corporation, an energy holding company, from 2001 to 2003.

Robert G. Jones

<i>Age:</i>	50
<i>Director Since:</i>	2004
<i>Principal Occupation since 2001:</i>	President and CEO, Old National Bancorp, since 2004. CEO of McDonald Investments, Inc., a subsidiary of KeyCorp, a financial services company, from 2001 to 2004.

Charles D. Storms

<i>Age:</i>	63
<i>Director Since:</i>	1988
<i>Principal Occupation since 2001:</i>	Chairman, President and CEO of Red Spot

Paint & Varnish Co., Inc., a manufacturer of industrial coatings, since 2001.

Table of Contents

Item 2: Declassification of the Board of Directors

The second item to be acted upon at the Annual Meeting is the approval of an amendment to the Company's Amended and Restated Articles of Incorporation declassifying the Board and allowing for the annual election of directors.

On July 27, 2006, the Board adopted, subject to shareholder approval, an amendment to Section 1 of Article VII of the Company's Amended and Restated Articles of Incorporation to declassify the Board. If the amendment is approved by the shareholders, it will become effective upon the filing of Amended and Restated Articles of Incorporation for the Company with the Secretary of State of the State of Indiana, which would occur promptly after the 2007 Annual Meeting.

Purposes and Effects of the Amendment

Section 1 of Article VII of the Company's Amended and Restated Articles of Incorporation currently provides that:

the Board be divided into three classes, as nearly equal in number as possible, with the members of each class serving for a term of three years;

any or all of the directors elected by the holders of the common stock of the Company may be removed with or without cause, only by the affirmative vote of the holders of not less than two-thirds of the outstanding shares of common stock of the Company entitled to vote in the election of directors, or the affirmative vote of not less than two-thirds of the entire Board; and

Section 1 of Article VII may not be altered, amended or repealed except by the affirmative vote of the holders of not less than two-thirds of the outstanding shares of common stock of the Company, on a proposal adopted and recommended by the vote of not less than two-thirds of the entire Board of the Company.

The primary purpose of the proposed amendment to Section 1 of Article VII is to declassify the Board and to provide for the annual election of all of the directors of the Company. In addition to its primary purpose, the proposed amendment would also have the effect of:

eliminating the requirement that directors may only be removed by the affirmative vote of the holders of not less than two-thirds of the outstanding shares of common stock of the Company entitled to vote in the election of directors, or the affirmative vote of not less than two-thirds of the entire Board; and

eliminating the requirement that Section 1 of Article VII only be amended upon the affirmative vote of the holders of not less than two-thirds of the outstanding shares of common stock of the Corporation, on a proposal adopted and recommended by the vote of not less than two-thirds of the entire Board of the Company.

The Corporate Governance and Nominating Committee has studied the advantages and disadvantages of maintaining the classified Board structure that was adopted by the Board and Company's shareholders in 2002, and has reviewed emerging trends on the subject of declassification. The Corporate Governance and Nominating Committee has also considered the effects of eliminating the limitations on the removal of directors and eliminating the two-thirds vote requirement for amendment of Section 1 of Article VII of the Amended and Restated Articles of Incorporation. After weighing all of the considerations, the Corporate Governance and Nominating Committee recommended the amendment to the Board of the Company. The Board agreed with the recommendation of the Corporate Governance and Nominating Committee and concluded that the amendment is advisable and in the best interests of the Company.

and its shareholders. Accordingly, the Board has unanimously approved the amendment to Section 1 of Article VII of the Amended and Restated Articles of Incorporation of the Company and recommends its approval to the shareholders.

If the Amendment is approved by the Company's shareholders, (i) the Board will no longer be divided into three classes and all of the directors of the Company will be elected annually commencing with the 2008 Annual Meeting of Shareholders; (ii) any or all of the directors will be subject to removal upon the affirmative vote of a

Table of Contents

majority of the shareholders, or a majority of the directors in accordance with the Indiana Business Corporation Law; and (iii) Section 1 of Article VII of the Amended and Restated Articles of Incorporation of the Company will be subject to amendment by the affirmative vote of a majority of the shareholders.

As amended, Section 1 of Article VII of the Company's Amended and Restated Articles of Incorporation will read as follows:

Section 1. Number of Directors; Election; Term of Office.

(a) The number of directors of the Corporation, excluding the directors who may be elected by the holders of any Preferred Stock, shall not be less than seven or more than twenty-five persons, with the exact number of directors to be fixed from time to time by the By-Laws of the Corporation; provided, however, that no decrease in the number of directors shall shorten the term of any existing director.

(b) The directors of the Corporation shall be elected by the holders of the shares of capital stock of the Corporation as set forth in these Amended and Restated Articles of Incorporation in effect from time to time at each annual meeting of shareholders, or at a special meeting of shareholders called for the purpose of electing directors. At each annual meeting of shareholders beginning with the 2008 annual meeting of shareholders of the Corporation, the Board shall not be classified and the directors shall be elected to hold office until the next annual meeting of the shareholders and until their respective successors have been duly elected and qualified or such director's earlier resignation, death or removal.

Item 3. Deletion of Article IV of the Amended and Restated Articles of Incorporation

The next item to be acted upon at the Annual Meeting of Shareholders is the approval of the amendment of the Amended and Restated Articles of Incorporation deleting Article IV and renumbering the Articles following Article IV.

On January 25, 2007, the Board adopted, subject to shareholder approval, an amendment to the Company's Amended and Restated Articles of Incorporation to delete Article IV of the Amended and Restated Articles of Incorporation in its entirety. If the amendment is approved by the shareholders, it will become effective upon the filing of Amended and Restated Articles of Incorporation for the Company with the Secretary of State of the State of Indiana, which would occur promptly after the 2007 Annual Meeting.

Purposes and Effects of the Amendment

Article IV of the Company's Amended and Restated Articles of Incorporation currently provides that:

The name and address of the Company's Registered Agent for service of process is Jeff Knight, 420 Main Street, Evansville, Indiana 47708; and

The post office address of the principal office of the Company is 420 Main Street, Evansville, Indiana 47708.

The purpose of the proposed amendment is to delete Article IV in its entirety. Because the Company has filed a statement of change with the Secretary of State of the State of Indiana to update the address of the Registered Agent and registered office to One Main Street, Evansville, Indiana 47708, the Indiana Business Corporation Law does not require that the Amended and Restated Articles of Information provide this information or the address of the principal office. As a result of the deletion of Article IV, the Company will make certain additional non-substantive changes to

the Amended and Restated Articles of Incorporation, including renumbering the Articles which follow Article IV.

After reviewing the matter, the Corporate Governance and Nominating Committee has recommended the deletion of Article IV in its entirety to the Board of the Company. The Board agreed with the recommendation of the Corporate Governance and Nominating Committee and concluded that the amendment is advisable and in the best interests of the Company and its shareholders. Accordingly, the Board has unanimously approved the amendment to the Amended and Restated Articles of Incorporation of the Company to delete Article IV in its entirety and recommends its approval to the shareholders.

Table of Contents**Common Stock Beneficially Owned by Directors
and Executive Officers**

The following table sets forth information concerning beneficial ownership of the shares of common stock of the Company on March 8, 2007, by each Director and Named Executive Officer and by all Directors and Executive Officers as a group.

Name of Person	Number of Shares Beneficially Owned(1)	Percent of Common Stock
Joseph D. Barnette, Jr.	(2)	*
Alan W. Braun	(3)	*
Larry E. Dunigan	(4)	*
David E. Eckerle	(5)	*
Niel C. Ellerbrook	(6)	*
Andrew E. Goebel	(7)	*
Annette W. Hudgions	(8)	*
Robert G. Jones	(9)	*
Phelps L. Lambert	(10)	*
Daryl D. Moore	(11)	*
Barbara A. Murphy	(12)	*
Marjorie Z. Soyugenc	(13)	*
Kelly N. Stanley	(14)	*
Charles D. Storms	(15)	*
Christopher A. Wolking	(16)	*
Directors and Executive Officers as a Group (19 persons)		%

* Less than 1%

(1) Unless otherwise indicated in a footnote, each person listed in the table possesses sole voting and sole investment power with respect to the shares shown in the table to be owned by that person.

(2) ...

(3) ...

(4) ...

(5) ...

(6) ...

(7) ...

(8) ...

(9) ...

(10) ...

(11) ...

(12) ...

(13) ...

(14) ...

(15) ...

(16) ...

Table of Contents**Executive Officers of the Company**

The executive officers of the Company are listed in the table below. Each officer serves a term of office of one year and until the election and qualification of his or her successor.

Name	Age	Office and Business Experience
Robert G. Jones	50	President, Chief Executive Officer, and Director of the Company since September 2004. CEO of McDonald Investments, Inc., a subsidiary of Keycorp, from September 2001 to September 2004, and Executive Vice President of Keycorp from December 1999 to September 2001.
Caroline J. Ellspermann	39	Executive Vice President of the Company since December 2004, CEO of Old National Trust Company since October 2004 and President of Old National Wealth Management since June 2003. Senior Vice President of the Company and Manager of Old National Private Client Group from 2001 to June 2003.
Annette W. Hudgions	49	Chief Administrative Officer of the Company since January 2005. Executive Vice President of the Company since August 2002 and President and CEO of Old National Service Division since April 1997.
Jeffrey L. Knight	47	Executive Vice President and Chief Legal Counsel of the Company since December 2004, and Senior Vice President of the Company from 2001 to 2004. Corporate Secretary of the Company since 1994 and General Counsel of the Company from 1993 to 2004.
Daryl D. Moore	49	Executive Vice President and Chief Credit Officer of the Company since January 2001 and Senior Vice President of the Company from 1996 to 2001.
Allen R. Mounts	55	Executive Vice President and Chief Human Resources Officer of the Company since January 2005. Senior Vice President of the Company from 2001 to January 2005 and Vice President of the Company from 1993 to 2001. Director of Human Resources of the Company from 1993 to January 2005.
Barbara A. Murphy	56	Senior Executive Vice President and Chief Banking Officer of the Company since January 2007. Executive Vice President and Chief Risk Officer of the Company from June 2005 to January 2007. Previously, Executive Vice President at Bank One in Chicago, Illinois and Columbus, Ohio from 1989 to 2004.
Candice J. Rickard	43	Executive Vice President and Chief Risk Officer of the Company since December 2006. Senior Vice President and Corporate Controller of the Company from January 2005 to December 2006, Vice President and Corporate Controller of the Company from April 2002 to January 2005, Vice President and Financial Reporting Manager of the Company from December 2001 to April 2002, and Financial Reporting Manager of the Company from August 2001 to December 2001.
Christopher A. Wolking	46	Senior Executive Vice President and Chief Financial Officer of the Company since January 2007, and Executive Vice President and Chief Financial Officer of the Company from January 2005 to January 2007. Senior Vice President of the Company from 2001 to January 2005 and Vice President of the Company from 1999 to 2001. Treasurer of the Company from 1999 to January 2005.

**Compensation and Management
Development Committee Matters**

The Board appoints the members of the Compensation and Management Development Committee. The Compensation and Management Development Committee is currently composed of four non-employee directors, each of whom is independent from management and the Company (as independence is currently defined in the NYSE's listing requirements and in the Company's Corporate Governance Guidelines). No member is eligible to participate in any management compensation program.

Compensation and Management Development Committee Charter

The Compensation and Management Development Committee operates pursuant to a written charter, which was last amended in early 2007. A copy of the Compensation and Management Development Committee's charter is available on our web site, www.oldnational.com, under the "Corporate Governance" heading. As required by the

Table of Contents

charter, in early 2007, the Compensation and Management Development Committee reviewed the charter and conducted an annual performance evaluation, the results of which have been discussed with the Compensation and Management Development Committee members and shared with the Company's Corporate Governance and Nominating Committee.

Compensation Consultant

The Compensation and Management Development Committee has retained an independent compensation consulting firm, Mercer Human Resource Consulting, to advise it and the Company on executive and Board compensation matters. To the extent that the independent consultant's work involves Director compensation, that work is shared with the Corporate Governance and Nominating Committee, which is responsible for reviewing and making recommendations to the Board regarding Director compensation and benefits.

Scope of Responsibilities

The Compensation and Management Development Committee is responsible for approving and evaluating the Company's employee compensation and benefit programs, ensuring the competitiveness of those programs, and advising the Board regarding the development of key executives. The Compensation and Management Development Committee is responsible for annually reviewing, approving, and recommending to the Board for its approval all elements of the compensation of the Chief Executive Officer and other executive officers. The Compensation and Management Development Committee is also responsible for determining awards to employees of stock or stock options pursuant to the Company's Equity Incentive Plan.

Compensation and Management Development Committee Interlocks and Insider Participation

No member of the Compensation and Management Development Committee is or was formerly an officer or employee of the Company. No executive officer of the Company currently serves or in the past year has served as a member of the compensation committee or board of directors of another company of which an executive officer serves on the Compensation and Management Development Committee. Nor does any executive officer of the Company serve or has in the past year served as a member of the compensation committee of another company of which an executive officer serves as a director of the Company.

Executive Compensation

Compensation Discussion and Analysis

Responsibility for Executive Compensation Program.

The Compensation and Management Development Committee of our Board is responsible for establishing and implementing our general executive compensation philosophy, subject to approval of the full Board. Subject to full Board approval, the Compensation and Management Development Committee determines the compensation for all of our executive officers, including our executive officers whose compensation is listed in the Summary Compensation Table on page 25 ("Named Executive Officers").

Compensation Philosophy and Objectives.

Through our compensation program for executive officers, we strive to attract and retain superior executives in a highly competitive environment and provide financial incentives that align our executive officers' interests with those of our shareholders. The Compensation and Management Development Committee believes that the primary

components of each executive officer's compensation should be a competitive base salary and incentive compensation that rewards the achievement of annual and longer-term objective performance goals. The Compensation and Management Development Committee also believes stock ownership is important, because it aligns our executives' interests with the interests of our shareholders. Thus, equity compensation represents a significant element of each executive officer's potential compensation.

Table of Contents**Role of Executive Officers in Compensation Decisions**

The Compensation and Management Development Committee reviews, approves, and recommends to our full Board each element of the compensation for each executive officer, including all Named Executive Officers. Our Chief Executive Officer annually reviews the compensation of each executive officer (other than himself) and makes recommendations to the Compensation and Management Development Committee regarding the compensation of those officers for the following year. The Compensation and Management Development Committee Chairman annually reviews our Chief Executive Officer's compensation and makes recommendations to the Compensation and Management Development Committee regarding the Chief Executive Officer's compensation for the following year.

Committee Procedures

The Compensation and Management Development Committee has engaged Mercer Human Resources Consulting, an independent, nationally recognized, compensation consulting firm (Mercer), to assist it in evaluating our executive compensation structure and expenses. Mercer has fulfilled this role since 2003. In evaluating the competitiveness of our compensation levels, Mercer gathers pay and performance data from a peer group of publicly-traded financial services companies that includes a broad representation of regional banks. Mercer selects the peer group with input from the Compensation and Management Development Committee. Mercer may change the composition of the peer group from year to year to take account of mergers, acquisitions, and other changes that make a company appropriate or no longer appropriate for inclusion. Under the SEC disclosure rules, companies generally limit executive compensation disclosure to their most highly compensated executive officers. To determine competitive pay for these positions, Mercer uses data from publicly-filed documents as well as data from its proprietary market surveys. For the remaining executives, Mercer uses data from its proprietary market surveys only. The market surveys include a broader range of companies and do not provide company-specific information.

For 2006, our publicly-traded peer group consisted of the following 27 companies:

First Horizon National Corporation	Associated Banc-Corp	Colonial BancGroup, Inc.
Mercantile Bankshares Corporation	BOK Financial Corporation	Sky Financial Group, Inc
South Financial Group, Inc.,	Commerce Bancshares, Inc	TCF Financial Corporation
Valley National Bancorp	Fulton Financial Corporation	BancorpSouth, Inc.,
Cullen/Frost Bankers, Inc.	International Bancshares Corporation	FirstMerit Corporation
Whitney Holding Corporation	Trustmark Corporation	UMB Financial Corporation
Citizens Banking Corporation	Susquehanna Bancshares, Inc.	First Midwest Bancorp, Inc.
Irwin Financial Corporation	Republic Bancorp, Inc.	AMCORE Financial, Inc.
1st Source Corporation	First Merchants Corporation	Integra Bank Corporation

Mercer advised the Compensation and Management Development Committee that the median asset size of these companies was \$10.3 billion, compared with ONB's \$8.7 billion in assets as of June 30, 2006.

In preparation for its discussions with the Compensation and Management Development Committee and recommendations regarding executive officer compensation, Mercer reviews the compensation practices and performance of the peer companies and discusses our performance and strategic objectives with our Chief Executive Officer and Chief Financial Officer. Before the beginning of each fiscal year, Mercer provides the Compensation and

Management Development Committee with a detailed written report regarding our executive compensation structure, its competitiveness in terms of the peer group companies, and its alignment of executive pay with our performance. This review evaluates overall compensation as well as each significant component of compensation. It evaluates whether the compensation structure continues to provide the appropriate incentives and alignment of executive officers' interests with those of our shareholders. Mercer meets with the Compensation and Management Development Committee to discuss its report, answer questions, and discuss issues that require further study.

For 2006, Mercer:

assessed the competitiveness of our compensation packages for executive officers;

analyzed our business performance over one-year and three-year periods; and

evaluated the relationship between executive officer pay and our performance.

Table of Contents

In examining our business performance, Mercer focused on:

fully-diluted growth in earnings per share;

net income growth;

return on average equity;

return on average assets;

revenue growth;

non-performing asset ratio;

total shareholder return; and

book value per share.

The Compensation and Management Development Committee uses Mercer's reports, other information provided by Mercer, and Mercer's recommended best practices as a baseline for establishing targeted total compensation, principal compensation components, and the allocation of total potential compensation components for each executive officer position. In general, we seek to establish total compensation, base salaries, annual incentive compensation, and longer-term equity incentive compensation for each position at near the median for the peer group of comparable companies, if targeted performance is achieved, and at near the 75th percentile of the peer group, if exceptional performance is achieved. The Compensation and Management Development Committee also seeks to allocate potential total compensation among base salary, annual incentive compensation, and longer-term incentive compensation in proportions that reflect peer group averages.

Setting Executive Compensation for 2006

Components of Compensation. In establishing the 2006 compensation for our executive officers, the Compensation and Management Development Committee:

analyzed the compensation levels of comparable executive officers in the peer group;

determined a mix of base salary and bonus opportunity, along with an equity position to align our executive officers' compensation with our performance;

assessed our executive officers' performance; and

assessed our financial and business results compared to other companies within the banking industry and our financial performance relative to our past performance and our financial goals.

The principal components of each executive officer's compensation are:

base salary;

annual incentive compensation; and

long-term equity incentive compensation.

In general, we strive to target the percentage that each of these components bears to the total compensation for our executive officer group as a whole, assuming the achievement of targeted performance, to approximately the corresponding percentages for the peer group. According to Mercer's report, for our peer group, the following components of compensation represented the corresponding percentages of total compensation:

Type of Compensation	Percentage of Total Compensation
Base salary	37%
Cash incentive awards	29%
Performance-based equity awards	26%
Service-based equity awards	8%

Table of Contents

The actual mix of these components for an individual executive officer varies, depending on our evaluation of the executive officer's responsibilities, the percentage of the executive officer's compensation that should be at risk, and the reasonable potential compensation in light of that risk.

The only elements of our executive officers' compensation that we pay in cash are their base salary and annual incentive compensation. For 2006, we paid the following cash compensation to our Named Executive Officers:

Names	Year	Base Salary (\$)	Annual Incentive Compensation (\$)	Total Cash Compensation (\$)
Robert G. Jones	2006	600,018	0	600,018
Christopher A. Wolking	2006	250,016	47,300	297,316
Daryl D. Moore	2006	293,259	61,300	354,559
Annette W. Hudgions	2006	250,016	42,300	292,316
Barbara A. Murphy	2006	240,011	40,600	280,611

In addition to the amounts reported above, we paid \$142,226 to Mr. Hinton, our former Chief Operating Officer, for services performed before his resignation. We also paid a cash severance benefit to Mr. Hinton, as reported on the Summary Compensation Table.

Base Salary. Base salary is the component of compensation that is not subject to the achievement of performance or vesting criteria. We establish base salary ranges for each position, based on the ranges for similar positions at other peer group companies. In general, we target base salary ranges near the median for the peer group. We review base salaries annually, and we adjust them to take into account such factors as market changes, changes in duties, performance, and experience. For 2006, we did not increase the base salary of any Named Executive Officer.

Annual Incentive Compensation. Our practice is to award cash bonuses based on our achievement of pre-established objective performance goals. The Short Term Incentive Plan, which was approved by shareholders in 2005, is our primary vehicle for awarding bonuses. The Short Term Incentive Plan does not preclude us from making additional bonus payments or special awards to Short Term Incentive Plan participants outside of the Short Term Incentive Plan.

Under the Short Term Incentive Plan, the Compensation and Management Development Committee establishes quantitative performance goals for a year before March 31 of that year. The amount of bonus payments under the Short Term Incentive Plan is based entirely on the achievement of the established performance goals. In practice, the Compensation and Management Development Committee makes recommendations that the Board then approves or adjusts. Performance measures permitted under the Short Term Incentive Plan include:

return on assets;

return on equity;

total shareholder equity;

operating income;

earnings per share; and

total risk-adjusted revenue.

The Compensation and Management Development Committee chose earnings per share (EPS) as the performance measure for 2006, because it believed that EPS was the best method of measuring our growth and financial performance. The Compensation and Management Development Committee established the threshold payout level at \$1.32 EPS, the target payout level at \$1.37 EPS, and maximum payout level at \$1.51 EPS. The Compensation and Management Development Committee established these EPS targets in consultation with our Chief Executive Officer.

Based on actual earnings per share of \$1.20, no bonuses were earned under the Short Term Incentive Plan for 2006. Despite this fact, the Compensation and Management Development Committee recommended, and our board

Table of Contents

in January, 2007, approved, the payment of bonuses for 2006 to our executive officers (other than our Chief Executive Officer) in an amount equal to 47% of the bonuses that would have been paid under the Short Term Incentive Plan if the earnings per share target had been achieved. In approving these bonuses, the Compensation and Management Development Committee and our Board considered:

the recommendation of our Chief Executive Officer that bonuses be paid to all executive officers other than himself;

the difficult operating environment in 2006, including the flat yield curve and rising interest rates;

our progress during 2006, under the direction of our executive officers, on a number of key initiatives that the Compensation and Management Development Committee and our Board believe will provide a foundation for stronger future growth, including execution of the agreement during 2006 by which we recently acquired St. Joseph Capital Corporation;

the belief that 2006 was a year of improvement in:

our relationships with our clients, associates, retail and institutional shareholders, and analysts; and

our credit quality and risk profiles;

the need to retain our executive officers;

the relative amounts of the proposed bonuses compared to the significantly-larger bonuses that would have been earned under the Short Term Incentive Plan had targeted performance been achieved; and

that the executive officers had not received an increase in base salary in 2006 or a payout under the Short Term Incentive Plan for 2005.

Long-Term Incentive Compensation. We believe that stock ownership by our executive officers is an important tool for aligning their interests with those of our shareholders over the long-term. Therefore, our long-term incentive compensation consists entirely of equity compensation awards. The 1999 Equity Incentive Plan, which was previously approved by shareholders, is our primary vehicle for providing equity compensation. Awards under the 1999 Equity Incentive Plan consist of a combination of:

nonqualified stock options;

performance-based restricted stock; and

service-based restricted stock.

Each of these forms of award encourages executives to use their best efforts to increase the value of our stock, since the value of the awards increases with the value of our stock. In addition, because an executive officer's right to an award generally vests over time, such awards provide a valuable retention tool. Our practice is to determine the dollar amount of equity compensation that we want to provide, based on the closing price of our stock on the date of grant. In general, we seek to pay equity incentive compensation that approximates the median for our peer group, if targeted performance is achieved, and the 75th percentile for our peer group, if maximum performance is achieved. The Compensation and Management Development Committee typically makes recommendations regarding equity compensation awards at its first meeting each year following the availability of the financial results for the preceding

year. Typically, these awards are then approved or adjusted by the Board at its next meeting. We make the awards as early as practicable in the year and communicate them to executive officers so that the incentives will be known as early as practicable, thereby maximizing their potential impact. We make equity awards after financial data for the preceding year are known, because this information enables us to refine our expectations for the current year. The proximity of any awards to earnings announcements or other market events is coincidental.

In 2006, the Compensation and Management Development Committee and Board approved equity incentive awards somewhat later than usual, because the Compensation and Management Development Committee performed additional analysis of market and performance factors before recommending awards. Under special circumstances, such as the employment of a new executive or substantial promotion of an existing executive, the Compensation and Management Development Committee may award equity compensation at other times during the year. The

Table of Contents

Compensation and Management Development Committee did not make any special grants of equity incentive compensation in 2006.

In recommending equity compensation awards for an executive, the Compensation and Management Development Committee considers previously granted but non-vested awards, but it does not generally consider equity ownership or previously vested awards. While fully vested equity awards continue to align the interests of our executives with those of our shareholders, they do not provide an effective retention tool since the executive would not lose them if he terminated employment.

On February 24, 2006, we granted nonqualified stock options, performance-based restricted stock, and service-based restricted stock to all executive officers pursuant to our 1999 Equity Incentive Plan. The portions of the total potential equity award represented by each type of award reflected the allocation of such types among our peer group.

Nonqualified Stock Options. Stock options allow an executive officer to purchase shares of our stock at a future date for the closing price of the stock on the date of grant. In general, an executive officer must remain employed by us until the end of a stated vesting period to exercise a stock option. Special rules apply if the executive terminates employment on account of death, retirement, or disability, or if there is a change in control of the Company. Under most circumstances, the options granted in 2006 will vest in three approximately equal annual installments over a three-year period ending on February 1, 2009.

Performance-Based Restricted Stock. In general, our executive officers will not earn performance-based restricted stock unless we meet pre-established objective performance criteria for the performance period, and the executive officer remains employed throughout the required service period. The performance period for the 2006 grants is the three-year period ending December 31, 2008. The service period for the 2006 grants ends on February 1, 2009. The financial factors used and the weighting attached to each factor (in parentheses) are:

earnings per share growth (50%),

revenue growth (25%), and

and net charge-off ratio (25%).

For each factor, we have established minimum, target, and maximum performance levels. The minimum weighted performance level under which restrictions will lapse on any performance-based restricted shares is 25% of target, which would result in restrictions lapsing on 25% of the shares awarded. If target is achieved, restrictions will lapse on all of the shares awarded. If maximum performance is achieved, the number of shares awarded will double.

We define earnings per share growth as the compounded annual growth rate in earnings per share from continuous operations from December 31, 2005, through December 31, 2008. We will make adjustments to the baseline in the case of mergers, acquisitions, or divestitures. The threshold earnings per share growth rate is 2%, the target is 6%, and the maximum is 8%.

We define revenue growth as the compounded annual growth rate in pre-tax operating revenue less revenue related to branch sales from December 31, 2005, through December 31, 2008. We will make adjustments to the baseline in the case of mergers, acquisitions, and divestitures. The threshold revenue growth rate is 1%, the target is 3% and the maximum is 6%.

We define net charge off ratio as the three-year average of net charge offs to average loans for 2006, 2007, and 2008. The minimum net charge off ratio is .5%, the target is .3%, and the maximum is .2%.

If an executive officer terminates employment on account of death, or there is a change in control of the Company, the target performance criteria will be deemed satisfied, and restrictions on the shares will lapse. If the executive officer terminates employment on account of disability or retirement, the executive officer will be treated the same as if he or she had continued employment. We pay cash dividends on performance-based restricted stock, even if the stock remains subject to restrictions.

Service-Based Restricted Stock. Service-based restricted stock is not contingent on our business performance. In general, with the exception of dividends, an executive officer will not realize value for service-based restricted

Table of Contents

stock, unless he or she remains employed during the required service period. If an executive officer terminates employment on account of death, or there is a change in control of the Company, restrictions on the stock will lapse. If the executive officer terminates employment on account of disability or retirement, he or she will be treated the same as if he or she had continued employment. Like the 2006 stock options, service-based restricted stock granted in 2006 will vest in three approximately equal annual installments over a three-year period ending on February 1, 2009. We pay cash dividends on service-based restricted stock to our executive officers, even if the stock remains subject to restrictions.

Retirement Plans. Until December 31, 2005, we maintained a traditional qualified defined benefit pension plan, known as the Old National Bancorp Employees Retirement Plan (Retirement Plan). We froze the Retirement Plan as of December 31, 2001, except for employees who were at least age 50 or who had 20 years of credited service as of December 31, 2001. As of December 31, 2005, we froze the Retirement Plan for all remaining employees. We also maintained a nonqualified retirement plan to replace any reduction in benefits under the Retirement Plan due to limitations on benefits under the Internal Revenue Code (Supplemental Plan). We also froze the Supplemental Plan as of December 31, 2005. No executive officer will earn further benefits under the Retirement Plan or the Supplemental Plan after 2005, although benefits as of December 31, 2005, are preserved.

We continue to maintain a tax-qualified defined contribution plan, known as the Old National Bancorp Employee Stock Ownership and Savings Plan (Savings Plan), for eligible employees. The Savings Plan allows employees to make pre-tax 401(k) contributions. Subject to applicable IRS limitations, we match employee contributions dollar for dollar to the extent that they do not exceed 6% of the employee's compensation. We may also make profit sharing contributions, in our discretion. To receive matching or profit sharing contributions for a year, an employee must have (i) completed at least 1,000 hours of service during the year and (ii) been employed on the last day of the year or retired on or after age 65, died, or become disabled during the year.

We also maintain a nonqualified deferred compensation plan, known as the Executive Deferred Compensation Plan, for a select group of management employees designated by the Compensation and Management Development Committee, including our executive officers. All executive officers are eligible to participate in the plan. An executive officer may elect to defer up to 25% of his or her regular compensation, and up to 75% of his or her annual bonus under the Short Term Incentive Plan, in which case the deferral amount will be credited to his or her plan account. We provide matching contribution credits under the plan up to 6% of compensation, reduced by matching contributions under the Savings Plan. In addition, we may provide discretionary contribution credits to make up for any reduction in discretionary profit sharing contributions under the Savings Plan due to Internal Revenue Code contribution limits applicable to tax-qualified retirement plans. We did not provide discretionary credits for 2006.

We credit an executive officer's plan account with earnings based on the hypothetical earnings of an investment fund consisting of Company stock, the return on a recognized market index selected by the Compensation and Management Development Committee, or a combination of the two, as elected by the executive officer. For the market index fund, we use a Bloomberg fund index, which approximates the risk and return associated with a diversified high quality corporate bond.

All amounts paid under the nonqualified deferred compensation plan are paid from our general assets and are subject to the claims of our creditors. Except in the case of financial emergency, an executive officer's benefits under the plan may not be distributed until after termination of employment. In general, an executive officer may elect to receive his plan benefits in a lump sum or in annual installments over two to ten years.

Other Compensation. Detailed information regarding other compensation is provided in note 5 to the Summary Compensation Table on page 26. In general, we believe that perquisites should not constitute a consequential portion of any executive officer's compensation. No executive received perquisites in excess of \$10,000. Moreover, certain of

the perquisites provided to executive officers also provide a benefit to us. For example, executive physicals, which we require, help us to assure that our executive officers do not postpone addressing health issues that could result in great cost to us in lost productivity and covered treatment costs. Likewise, the reimbursement of club dues encourages the active participation of our executive officers in community functions that promote business development.

Table of Contents

Stock Ownership Guidelines. In 2005, the Compensation and Management Development Committee adopted stock ownership guidelines for executive officers. Under those guidelines, executive officers are required to hold shares of our stock with a value of three times their annual base salary (five times base salary for our Chief Executive Officer). Executive officers have five years to achieve this ownership. For purposes of the guidelines, in-the-money options and unearned performance-based stock are taken into account. We were one of the first companies in the peer group to adopt stock ownership guidelines.

Deductibility Cap on Executive Compensation

Under Internal Revenue Code 162(m), subject to an exception for qualifying performance-based compensation, we cannot deduct compensation of over \$1 million in annual compensation paid to certain executive officers. We have never paid compensation for which a deduction was disallowed, and our policy is to avoid any such payments in the future to the extent feasible.

Compensation and Management Development Committee Report

The Compensation and Management Development Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on its review and discussions with management, recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

Niel C. Ellerbrook, Chairman
Joseph D. Barnette, Jr.
Larry E. Dunigan
Marjorie Z. Soyugenc

2006 Summary Compensation Table

The following table provides information regarding compensation earned by our Chief Executive Officer, Chief Financial Officer, and the three other executive officers employed at the end of 2006 who were most highly compensated for 2006. The table also provides information regarding the compensation of our former Chief Operating Officer, who resigned effective April 13, 2006.

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Bonus (\$) (d)	Stock Awards (\$) (e)	Option Awards (\$) (f)	Non-Equity and Incentive Compensation (\$) (g)	Change in Pension Value Non-Qualified Deferred Compensation (\$) (h)	All Other Compensation (\$) (i)	Total (\$) (j)
Robert G. Jones President and Chief Executive Officer	2006	600,018	0	230,920	52,383	0	0	111,481	994,702

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Christopher A. Wolking Financial Officer	2006	250,016	47,300	76,090	17,689	0	236(6) 335(7)	32,781	424,000
William D. Moore Credit Officer	2006	293,259	61,300	47,509	10,385	0	7,584(6) 3,816(7)	32,582	456,000
Patricia W. Hudgions Administrative Officer	2006	250,016	42,300	65,505	14,608	0	3,932(6) 2,716(7)	33,128	412,000
Barbara Murphy Banking Officer	2006	240,011	40,600	36,384	10,385	0	0	50,772	378,000
Michael R. Hinton Operating Officer	2006	142,226	0	107,612	590,813(8)	0	3,390(7)	683,370	1,527,000

- (1) Bonuses are for 2006 performance, but were not approved or paid until 2007.
- (2) Stock awards included in Column (e) consist entirely of service-based restricted stock and performance-based restricted stock granted under our 1999 Equity Incentive Plan. Award values are based on the closing price for

Table of Contents

our stock on the grant date. The value taken into account for 2006 is based on the portion of the required service period occurring in 2006. In the case of 2004 performance-based awards, we have assumed that minimum performance requirements will not be met. In the case of 2005 performance-based awards, we have assumed that the restrictions on only 25% of the performance-based shares will ultimately lapse. In the case of 2006 performance-based awards, we have assumed that target performance will be achieved but not exceeded. For the number of shares of service-based and performance-based restricted stock awarded in 2006, see the Grants of Plan-Based Awards Table.

- (3) The amount reflected in Column (f) is the compensation cost that we recognized in 2006 under Statement of Financial Accounting Standard No. 123-R (*Share-Based Payment*). The awards included in this Column consist entirely of non-qualified stock options granted in 2006. We determined the fair value of each grant as of the date of grant using the Black-Scholes option pricing method with the following assumptions:

Dividend Yield: 3.6%

Expected Volatility: 19.54%

Annual Risk-Free Interest Rate: 4.68%

Expected Option Life: 6.0 years

- (4) We did not pay awards under our Short Term Incentive Plan for 2006, because we did not achieve the minimum earnings per share target.

- (5) The amounts specified in Column (i) include the following:

Name	Company						
	Perquisites & Other Personal Benefits		Relocation Expense Reimbursement	Payments/Accruals on Termination Plans	Contributions to Defined Contribution Plans	Cash Dividends on Restricted Stock	Life Insurance Premiums(a)
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Robert G. Jones	7,938	0	0	36,001	66,486	1,056	
Christopher A. Wolking	1,160	0	0	15,001	15,960	660	
Daryl D. Moore	2,260	0	0	17,596	14,952	774	
Annette W. Hudgions	1,087	0	0	15,001	16,380	660	
Barbara A. Murphy	0	31,115	0	14,401	4,620	636	
Michael R. Hinton	2,400	0	654,458(b)	0	26,166	346	

- (a) The listed executive officers receive group life coverage equal to two times base salary, whereas other employees receive coverage of one times base salary. The amounts in this column are the premiums for the executive officers' coverage.

- (b) This reflects the cash payment made to Mr. Hinton pursuant to the severance agreement entered into in connection with the termination of his employment.

- (6)

This amount is the increase of the actuarial present value of the executive's benefit under our frozen defined benefit plans.

- (7) This amount is the executive's earnings credit under our Executive Deferred Compensation Plan in excess of the earnings that would have been credited using the applicable federal long-term rate, with compounding (as described by Section 1274(d) of the Internal Revenue Code).
- (8) This includes the incremental value of options due to the extension of their exercise period in connection with the termination of Mr. Hinton's employment.

Table of Contents**Grants of Plan-Based Awards During 2006**

Name (a)	Grant Date (b)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)	All Other Awards: Number of Securities Underlying Options (#)(4)	Exercise or Base Price of Option Awards (\$/Sh) (k)
		Threshold (\$) (c)	Target (\$) (d)	Maximum (\$) (e)	Threshold (#) (f)	Target (#) (g)	Maximum (#) (h)			
Robert G. Jones	2/24/2006 2/24/2006 2/24/2006 2/24/2006	56,252	450,014	900,027	4,650	18,600	37,200	9,300	45,900	21.65
Christopher A. Wolking	2/24/2006 2/24/2006 2/24/2006 2/24/2006	14,063	112,507	225,014	1,575	6,300	12,600	3,100	15,500	21.65
Daryl D. Moore	2/24/2006 2/24/2006 2/24/2006 2/24/2006	14,663	117,304	234,607	925	3,700	7,400	1,800	9,100	21.65
Annette W. Hudgions	2/24/2006 2/24/2006 2/24/2006 2/24/2006	12,501	100,006	200,013	1,300	5,200	10,400	2,600	12,800	21.65
Barbara A. Murphy	2/24/2006 2/24/2006 2/24/2006 2/24/2006	12,001	96,004	192,009	925	3,700	7,400	1,800	9,100	21.65

Michael R. Hinton	2/24/2006						
	2/24/2006	1,925	7,700	15,400			
	2/24/2006				3,900		
	2/24/2006					19,100	21.65

- (1) All non-equity incentive plan awards are made pursuant to our Short Term Incentive Plan. Because we did not meet the 2006 minimum earnings per share required for payments under the Short Term Incentive Plan, we did not pay these amounts. The minimum earnings per share was \$1.33 for the Chief Executive Officer and \$1.32 for all other named executive officers.
- (2) The shares in Columns (f), (g), and (h) are performance-based restricted shares granted under our 1999 Equity Incentive Plan.
- (3) The shares in Column (i) are service-based restricted shares granted under our 1999 Equity Incentive Plan.
- (4) All options are non-qualified options granted under the 1999 Equity Incentive Plan, with an exercise price equal to the closing price for the underlying shares on the grant date.

Table of Contents**Outstanding Equity Awards at December 31, 2006**

Name	Option Awards				Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	Stock Awards	
	Number of Securities Underlying Unexercised Options(#)	Number of Securities Underlying Unexercised Options(#)	Number of Securities Underlying Unexercised Options(#)	Unearned Price (\$)				Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested
(a)	(b)	(c)(1)	(d)	(e)	(f)	(g)(2)	(h)	(i)	(j)
Robert G. Jones	26,250			23.99	09/07/2014	9,300	\$ 175,956	6,563(3)	124,172
		45,900		21.65	02/24/2016			6,204(4)	118,250
								4,650(5)	87,978
Christopher A. Wolking	17,504			21.70	06/27/2011	3,100	\$ 58,652	525(3)	9,933
	5,425			21.70	06/27/2011			1,875(4)	35,475
	19,796			20.59	01/22/2012			1,575(5)	29,799
	27,563			20.68	01/31/2013				
	2,100			20.43	02/02/2014				
		15,500		21.65	02/24/2016				
Daryl D. Moore	86,058			21.70	06/27/2011	1,800	\$ 34,056	1,575(3)	9,933
	15,914			21.70	06/27/2011			1,500(4)	28,380
	96,083			20.59	01/22/2012			925(5)	17,501
	83,790			20.68	01/31/2013				
	6,300			20.43	02/02/2014				
		9,100		21.65	02/24/2016				

Annette W.								
Hudgions	32,089		21.70	06/27/2011	2,600	\$ 49,192	1,050(3)	19,866
	35,307		20.59	01/22/2012			1,875(4)	35,475
	44,100		20.68	01/31/2013			1,300(5)	24,596
	4,200		20.43	02/02/2014				
		12,800	21.65	02/24/2016				
Barbara A.								
Murphy		9,100	21.65	02/24/2016	1,800	\$ 34,056	925(5)	17,501
Michael R.								
Hinton	86,058		21.70	06/27/2011	3,900	\$ 73,788	3,938(3)	74,507
	15,914		21.70	06/27/2011			3,125(4)	59,125
	96,083		20.59	01/22/2012				
	143,325		20.68	01/31/2013				
	15,750		20.43	02/02/2014				

- (1) All options disclosed Column (c) are nonqualified options granted in 2006 that will become vested in three substantially equal installments on February 9 of 2007, 2008, and 2009.
- (2) All shares disclosed in Column (g) represent service-based restricted shares that will become vested in three substantially equal installments on February 9 of 2007, 2008, and 2009.
- (3) This award represents performance-based restricted stock. The number of shares assumes that threshold performance has been achieved. If threshold performance is achieved, the executive officer's interest in the shares will vest on March 31, 2007.
- (4) This award represents performance-based restricted stock. The number of shares assumes that threshold performance has been achieved. If threshold performance is achieved, the executive officer's interest in the shares will vest on March 31, 2008.
- (5) This award represents performance-based restricted stock. The number of shares assumes that threshold performance has been achieved. If threshold performance is achieved, the executive officer's interest in the shares will vest on February 16, 2009.

Table of Contents**Option Exercises and Stock Vested in 2006**

Name	(a)	Option Awards		Stock Awards	
		Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
		(b)	(c)	(d)	(e)
Robert G. Jones		0	0	0	0
Christopher A. Wolking		0	0	0	0
Daryl D. Moore		0	0	0	0
Annette W. Hudgions		0	0	0	0
Barbara A. Murphy		0	0	0	0
Michael R. Hinton		0	0	3,900	76,713

Pension Benefits in 2006

Name	(a)	Plan Name(1)	(b)	Number of Years Credited Service	Present Value of Accumulated Benefit	Payments During Last Fiscal Year
				(#)	(\$)(2)	(\$)
				(c)	(d)	(e)
Robert G. Jones		Retirement Plan		0	0	0
		Supplemental Plan		0	0	0
Christopher A. Wolking		Retirement Plan		3	22,590	0
		Supplemental Plan		3	0	0
Daryl D. Moore		Retirement Plan		26	306,689	0
		Supplemental Plan		26	137,365	0
Annette W. Hudgions		Retirement Plan		15	200,648	0
		Supplemental Plan		15	27,057	0
Barbara A. Murphy		Retirement Plan		0	0	0
		Supplemental Plan		0	0	0
Michael R. Hinton		Retirement Plan		0	0	0
		Supplemental Plan		0	0	609,984

- (1) Benefits under both the Retirement Plan and the Supplemental Plan were frozen, effective December 31, 2005. The Retirement Plan is a tax-qualified defined benefit plan, and the Supplemental Plan is a defined benefit non-qualified deferred compensation plan established to make up for benefit reductions under Retirement Plan on account of Internal Revenue Code benefit limitations.
- (2) The calculation of present value of accumulated benefit assumes a discount rate of 5.75% until age 65. It further assumes that the executive officer will receive the present value of his or her retirement benefit at age 65 in the form of a lump sum payment, calculated using GAR 1994 mortality table, blended 50% male, and 50% female and an assumed discount rate of 5.50%.

Table of Contents**2006 Nonqualified Deferred Compensation**

Name	Executive Contributions in Last	Registrant Contributions in Last	Aggregate Earnings in Last Fiscal	Aggregate Withdrawals/	Aggregate Balance at Last Fiscal
	Fiscal Year (\$)	Fiscal Year (\$)	Year (\$)	Distributions (\$)	Year End (\$)
(a)	(b)	(c)	(d)	(e)	(f)
Robert G. Jones	24,000	0	-682	0	23,318
Christopher A. Wolking	5,000	2,512	2,925(1)	0	50,016
Daryl D. Moore	8,798	5,183	33,319(2)	0	539,268
Annette W. Hudgions	25,002	2,864	23,716(3)	0	393,363
Barbara A. Murphy	0	0	0	0	0
Michael R. Hinton	4,267	10,753	29,605(4)	0	477,339

- (1) The amount reported consists entirely of 2006 earnings under the Executive Deferred Compensation Plan. Of this amount, \$335 is also reported in Column (h) of the Summary Compensation Table as earnings credits in excess of the applicable federal long-term rate, with compounding (as described by Section 1274(d) of the Internal Revenue Code).
- (2) The amount reported consists entirely of 2006 earnings under the Executive Deferred Compensation Plan. Of this amount, \$3,816 is also reported in Column (h) of the Summary Compensation Table as earnings credits in excess of the applicable federal long-term rate, with compounding (as described by Section 1274(d) of the Internal Revenue Code).
- (3) The amount reported consists entirely of 2006 earnings under the Executive Deferred Compensation Plan. Of this amount, \$2,716 is also reported in Column (h) of the Summary Compensation Table as earnings credits in excess of the applicable federal long-term rate, with compounding (as described by Section 1274(d) of the Internal Revenue Code).
- (4) The amount reported consists entirely of 2006 earnings under the Executive Deferred Compensation Plan. Of this amount, \$3,390 is also reported in Column (h) of the Summary Compensation Table as earnings credits in excess of the applicable federal long-term rate, with compounding (as described by Section 1274(d) of the Internal Revenue Code).

Potential Payments on Termination or Change in Control

Severance Agreements. We have entered into a severance agreement with each Named Executive Officer. Pursuant to those agreements, we are generally obligated to pay certain benefits to the executive officer, if we terminate his or her employment without cause, or the executive resigns within 90 days after we have taken certain actions that adversely affect him or her. The severance agreements automatically terminate upon a change in control (as defined in the change in control agreement between us and the executive officer). Thus, an executive officer cannot become entitled to benefits under both a severance agreement and a change in control agreement. An executive officer must satisfy the terms of the agreement, including its non-solicitation and non-compete provisions, to receive its benefits.

For purposes of the agreements, cause includes (i) the executive officer's willful misconduct or gross negligence materially injurious to us, (ii) the requirement by a federal or state regulatory agency that the executive officer be terminated, or (iii) the executive officer's conviction for a criminal offense involving dishonesty or breach of trust. In addition, an executive officer is not entitled to severance benefits, if his or her employment terminates on account of death or disability.

We are generally required to pay benefits under a severance agreement, if the executive voluntarily terminates his or her employment within 90 days after we have taken specified actions. These actions include (i) assigning the executive officer duties inconsistent with his or her duties and responsibilities at the time he or she entered into the severance agreement, unless the executive consents in writing, (ii) a reduction in the executive officer's compensation or benefits as of the date he or she entered into the severance agreement, or (iii) a requirement that the executive be based in a location that is more than 50 miles from his or her personal residence. To receive benefits upon his or her voluntary termination of employment following one of these events, the executive officer must sign a release acceptable to us.

The benefits payable under the severance agreements include a lump sum payment equal to the executive officer's weekly pay rate multiplied by the greater of (i) 52 or (ii) two times his or her years of service. The

Table of Contents

severance agreement for our Chief Executive Officer provides for a severance payment of 104 weeks, however. For purposes of this payment, the executive officer's weekly pay rate is the sum of (i) his or her annual base salary then in effect plus (ii) his or her targeted cash incentive compensation for the year (assuming achievement of performance targets), divided by 52. Each of the severance agreements contains non-solicitation and non-compete provisions, which remain in effect for one year after termination of employment (two years after termination of employment for our Chief Executive Officer).

Our Chief Operating Officer, Michael Hinton, resigned effective April 13, 2006. Pursuant to that resignation, we entered into a new Severance Agreement with Mr. Hinton, dated May 24, 2006, pursuant to which we made a lump sum payment, accelerated the vesting of certain restricted stock, and extended the exercise period for certain options. The lump sum payment to Mr. Hinton was in the amount of \$654,458, which represented \$629,458 in normal severance payments plus \$25,000 to cover future COBRA premiums. Under the agreement, we accelerated the vesting on 3,900 shares of our service-based accelerated stock previously granted to Mr. Hinton effective June 1, 2006. Based on the closing price of \$19.67 on June 1, 2006, that stock had a value of \$76,713. Finally, the exercise period for Mr. Hinton's outstanding exercisable options was extended until the end of the original option term. In the absence of this extension, Mr. Hinton would have had to exercise the options within 30 days after his termination of employment. The Company also agreed to enter into an agreement with Mr. Hinton to indemnify him for certain tax obligations that may occur as a result of the extension of his stock options. The Company does not believe it has any liability under the indemnification agreement.

Change in Control Agreements. We have entered into a change in control agreement with each Named Executive Officer. Under those agreements, we are required to pay a severance payment, if, within two years following a change of control (as defined in the agreements), we terminate the Named Executive Officer's employment for a reason other than cause or the executive's disability or death. For purposes of the agreements, cause includes (i) the executive officer's willful misconduct or gross negligence materially injurious to us, (ii) the requirement by a federal or state regulatory agency that the executive officer be terminated, (iii) the executive officer's conviction for a criminal offense involving dishonesty or breach of trust, or (iv) a continued material breach of our Code of Ethics after we have provided written notice of the breach.

In addition, we are obligated to make the severance payment, if the executive officer resigns within two years after a change in control after we have taken certain actions detrimental to the executive. These actions include (i) assigning the executive officer duties inconsistent with his or her duties and responsibilities immediately before the change in control, unless the executive consents in writing, (ii) a reduction in the executive officer's compensation or benefits in effect immediately before the change in control, or (iii) a requirement that the executive be based in a location that is more than 50 miles from the location at which the executive officer was based immediately before the change in control.

The severance payment required under the change in control agreements is a lump sum payment equal to 2.999 times the base amount for our Chief Executive Officer and Chief Financial Officer and 2.0 times the base amount for our other Named Executive Officers. For purposes of the agreements, the term base amount has the meaning given to it under Code Section 280G. In general terms, an executive officer's base amount is equal to the average of his or her taxable income from us over the five year period ending before the year in which the change in control occurs. Certain adjustments are made for Section 401(k) contributions and with respect to executive officers who have not been employed by us throughout the entire five year averaging period.

Under Code Section 4999, a 20% excise tax is imposed on change in control payments that are excess parachute payments within the meaning of Section 280G(b)(1). In general, the excess parachute payment threshold above which excise taxes are imposed is three times the base amount. If the severance payment under a change in control agreement would be equal to or greater than 110% of the excess parachute payment threshold, we will make an

additional payment to the executive to put him or her in the same position as if no portion of the change in control payment had been an excess parachute payment. If the severance payment under a change in control agreement would be more than 100% but less than 110% of the excess parachute payment threshold, the severance payment will be reduced to \$1.00 less than the excess parachute threshold.

Table of Contents

The following tables provide information regarding potential payments upon termination of employment or a change in control for the Named Executive Officers other than Mr. Hinton, our former Chief Operating Officer. The payments made to Mr. Hinton as a result of his resignation are discussed above. For purposes of the following tables, we have assumed that the change in control and/or termination occurred on December 31, 2006, and we have used the closing price of our stock on that date.

Potential Payments to Robert G. Jones Upon Termination of Employment

Involuntary	Involuntary or Good Reason Termination
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