

POELKER JOHN S
Form 4
January 07, 2003

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the
Securities Exchange Act of
1934, Section 17(a) of the Public Utility
Holding Company Act of
1935 or Section 30(h) of the Investment
Company Act of 194

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APPROVAL
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Check this box if no
longer
subject to Section
16. Form 4 or
Form 5 obligations
may continue.
See Instruction 1(b).

(Print or Type Responses)

0

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)											
Poelker, John S.			Old National Bancorp ONB			<table border="1"> <tr> <td></td> <td>Director</td> <td>10% Own</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">Executive Vice President Chief Financial Officer</td> </tr> </table>				Director	10% Own	X	Officer (give title below)	Other (specify below)	Executive Vice President Chief Financial Officer		
	Director	10% Own															
X	Officer (give title below)	Other (specify below)															
Executive Vice President Chief Financial Officer																	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year											
	2266 Highway 261					December 16, 2002											
(Street)			5. If Amendment, Date of Original (Month//Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)											
Newburgh, IN 47630						X Form filed by One Reporting Person											
(City) (State) (Zip)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
1. Title of Security (Instr. 3)			2. Transaction Date (Month/		2A. Deemed Election Date, if any		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned		6. Ownership (D)		7. Nature of Beneficial Ownership		

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	Day/Year) (Month/Day/ Year)	(Month/Day/ Year)	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or (I) (Instr. 4)	Instr. 4
Common stock	12/16/02		J	V	23.038	A	NA	2,991.349	D
Common stock								3,646.650	D1
Common stock								1,297.516	I2
J Full Reinvestment 4Q2002 Cash Dividend									
D John Poelker									
D1 John Poelker Broker held									
I2 ONB Emp Savings and Profit Sharing Plan									

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversions)						
1. Title of Derivative Security (Instr. 3)	2. Con-version or Exercise Price of Deriv-ative Security	3. Trans- action Date (Month/ Date/ Year)	3A. Deemed Execution Date, if any (Month/ Date/Year)	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	

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						and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)				
Employee Stock Option Right to Buy	\$25.13	6/27/01		A	V	74,340		(1)	6/27/2011	common stock	74,
Employee Stock Option Right to Buy	\$25.13	6/27/01		A	V	14,849		(2)	6/27/2011	common stock	14,
Employee Stock Option Right to Buy	\$23.83	1/22/02		A	V	83,000		(3)	1/22/2012	common stock	83,

Explanation of Responses:

(1) The Option vests in 4 equal installments beginning on February 1, 2002.* (*) Subject to Accelerated Vesting in Certain Circumstances.

(2) The Option is Immediately Exercisable.

(3) The Option vests in 4 equal installments beginning on January 22, 2003.* (*) Subject to accelerated Vesting in Certain Circumstances.

**Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Last Update: 09/05/2002