

HUDGIONS ANNETTE W
 Form 4
 February 13, 2003

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

INITIAL STATEMENT OF BENEFICIAL
 OWNERSHIP OF SECURITIES

Form 3

Filed pursuant to Section 16(a) of the
 Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding
 Company Act of 1935 or
 Section 30(h) of the Investment Company
 Act of 1940

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(Print or Type
 Responses)

| | | | | | | | | |
|--|---------|---|---|---|----------------------------|-------------------------------------|---|-----------------|
| 1. Name and Address of Reporting Person* | | 2. Date of Event Requiring Statement (Month/Day/Year) | | 4. Issuer Name and Ticker or Trading Symbol | | | | |
| Hudgions, Annette W. | | August 16, 2002 | | OLD NATIONAL BANCORP ONB | | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | 6. If Amendment, Date of Original (Month/Day/Year) | |
| 800 S Main Street | | | | <input type="checkbox"/> | Director | <input type="checkbox"/> | 10% Owner | August 22, 2002 |
| (Street) | | | | <input checked="" type="checkbox"/> | Officer (give title below) | <input type="checkbox"/> | Other (specify below) | |
| Henderson KY 42420 | | | | President & CEO/ Old National Service Division | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | |
| (City) (State) (Zip) | | | | | | <input checked="" type="checkbox"/> | Form filed by One Reporting Person | |
| | | | | | | <input type="checkbox"/> | Form filed by More than One Reporting Person | |

Table I — Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership |
|---------------------------------|---|--|--|

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| | | | |
|---------------------------------------|-----------|------|------------|
| | | | (Instr. 5) |
| Common Stock | 4,387.300 | D | |
| | | | |
| Common Stock | 326.774 | D(1) | |
| | | | |
| Common Stock | 4,584.266 | I(2) | |
| | | | |
| | | | |
| | | | |
| D Annette Hudgions | | | |
| D(1) Annette W & John D Hudgions | | | |
| I(2) | | | |
| ONB Emp Savings & Profit Sharing Plan | | | |

| FORM 3 (continued) | Table II — Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | |
|---|--|-----------------|--|----------------------------|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option - Right to Buy | (1) | 6/27/2011 | Common Stock | 27,720 | \$25.13 | Direct (D) | |
| | | | | | | | |
| Employee Stock Option - Right to Buy | (2) | 1/22/2012 | Common Stock | 30,500 | \$23.83 | Direct (D) | |

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

Explanation of Responses:

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

(2) The Option vests in 4 equal annual installments beginning on January 22, 2002.* (*) Subject to Accelerated Vesting in Certain Circumstances.

 **Signature of Reporting
 Person

 Date

* If the form is filed by more than one reporting person, *see* Instruction 5(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.