

Wolking Christopher A
Form 4
August 22, 2011

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wolking Christopher A

2. Issuer Name **and** Ticker or Trading
Symbol
OLD NATIONAL BANCORP /IN/
[ONB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE MAIN ST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SEVP - CFO

EVANSVILLE, IN 47708

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK					213.235	D ⁽¹⁾	
COMMON STOCK					39,935.75	D	
COMMON STOCK					7,039.086	I ⁽³⁾	ONB KSOP
COMMON STOCK					2,933.917	D ⁽²⁾	
COMMON STOCK					13,347.18	D	

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COMMON
STOCK

171.615 ⁽⁹⁾ D

COMMON
STOCK

535 I

GAIL S
WOLKING
- SPOUSE

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
EMPLOYEE STOCK OPTION	\$ 20.59							01/22/2003 ⁽⁷⁾	01/22/2012	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 20.68							01/31/2004 ⁽⁷⁾	01/31/2013	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 20.43							12/31/2004 ⁽⁷⁾	02/02/2014	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 21.65							02/01/2007 ⁽⁷⁾	02/24/2016	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 18.43							01/25/2008 ⁽⁵⁾	01/25/2017	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 15.29							02/01/2009 ⁽⁶⁾	01/24/2018	COMMON STOCK	
EMPLOYEE STOCK	\$ 13.31							02/01/2010 ⁽⁴⁾	01/29/2019	COMMON STOCK	

OPTION

PHANTOM STOCK	\$ 8.67 ⁽¹⁰⁾	08/19/2011	P	3.496	<u>(8)</u>	<u>(8)</u>	COMMON STOCK
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolking Christopher A ONE MAIN ST EVANSVILLE, IN 47708			SEVP - CFO	

Signatures

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

08/22/2011

____Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Registered as joint tenants - Christopher & Gail Wolking
 - (2) Shares held with a broker.
 - (3) KSOP balance updated based upon current data.
 - (4) Option vests in one-third annual installments beginning on 1/29/2010.
 - (5) Option vests in one-third annual installments beginning on 1/25/2008.
 - (6) Option vests in one-third annual installments beginning on 1/24/2009.
 - (7) Immediately exercisable.
 - (8) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.
 - (9) Old National Bancorp Employee Stock Purchase Plan.
 - (10) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.