OLD NATIONAL BANCORP /IN/

Form 4

January 17, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

STOCK

(Print or Type Responses)

See Instruction

1. Name and Ad Wolking Chri	dress of Reporting Pe istopher A	Symbol	Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
		[ONB]	ATIONAL BANCORP /IN/	(Check all applicable)			
(Last)	(First) (Mi	ddle) 3. Date of (Month/Da	Earliest Transaction	Director 10% Owner Nother (give title Other (specify			
ONE MAIN S	ST	01/13/20		below) SEVP - CAPITAL MARKETS			
	(Street)	4. If Amen	dment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mont	h/Day/Year)	Applicable Line)			
EVANSVILL	LE, IN 47708			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Z	Table	I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities	5. Amount of 6. 7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or	Securities Ownership Indirect			
(Instr. 3)		any	Code Disposed of (D)	Beneficially Form: Beneficial			
		(Month/Day/Year)	(Instr. 8) (Instr. 3, 4 and 5)	Owned Direct (D) Ownership			
				Following or Indirect (Instr. 4) Reported (I)			
			(A)	Reported (I) Transaction(s) (Instr. 4)			
			or	(Instr. 3 and 4)			
COMMON			Code V Amount (D) Price				
COMMON							

	Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
COMMON STOCK						1,600	D (6)	
COMMON STOCK						96,041 (2)	D	
COMMON STOCK						535	I	GAIL S WOLKING - SPOUSE
COMMON STOCK						2,733	D (5)	
COMMON						Q 27Q	I (3)	OND KCOD

8,278

 $I^{(3)}$

ONB KSOP

COMMON STOCK

1,343

 $D^{(4)}$

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5. TransactionNumber		6. Date Exerci Expiration Dat		7. Title and Amount of Underlying Securities		
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monuil Dayl Tear)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Y e s		(Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share	
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008	01/25/2017	COMMON STOCK	19,600	
PHANTOM STOCK	\$ 17.8 <u>(1)</u>	01/13/2017		P	2	<u>(7)</u>	<u>(7)</u>	COMMON	2 (1)	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Wolking Christopher A ONE MAIN ST **EVANSVILLE, IN 47708**

SEVP - CAPITAL MARKETS

Signatures

STOCK

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

01/04/2017

STOCK

**Signature of Reporting Person

Date

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (2) Includes 42,000 restricted stock units, 9,500 restricted stock shares and 44,541 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) KSOP balance updated based upon current data.
- (4) Old National Bancorp Employee Stock Purchase Plan.
- (5) Shares held with a broker.
- (6) Shares held with ONB Investments
- (7) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

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