OLD NATIONAL BANCORP /IN/

Form 4

March 06, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

STOCK

STOCK

STOCK

COMMON

COMMON

(Print or Type Responses)

1. Name and Address of Reporting Person * Wolking Christopher A			2. Issuer Symbol	Name and Ticker or	Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			OLD NA [ONB]	ATIONAL BANG	CORP /IN/				
(Last) (First) (Middle) ONE MAIN ST			3. Date of 1 (Month/Da 03/03/20	•		Director 10% OwnerX_ Officer (give title Other (specify below) SEVP - CAPITAL MARKETS			
(Street) EVANSVILLE, IN 47708				dment, Date Origina h/Day/Year)	.1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Table	I - Non-Derivative	Conwiting A	Person			
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execu		3. 4. Secu TransactionAcquire Code Dispose	rities ed (A) or ed of (D) 3, 4 and 5) (A) or	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)	
COMMON STOCK						1,600	D (6)		
COMMON STOCK						109,041 (2)	D		
COMMON						535	ĭ	GAIL S	

535

2,733

8,278

Ι

 $D^{(5)}$

 $I^{(3)}$

WOLKING

- SPOUSE

ONB KSOP

COMMON STOCK

1,343

 $D^{(4)}$

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.

(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. Transactic Code (Instr. 8)	5. Number Doof 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 of Underlying Securities (Instr. 3 and 4)		88 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
PHANTOM	\$ 18.425	03/03/2017		P	129	<u>(7)</u>	<u>(7)</u>	COMMON	129 (1)	

Reporting Owners

(1)

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

03/06/2017

STOCK

**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).
- Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- Includes 51,750 restricted stock units, 12,750 restricted stock shares and 44,541 shares of common stock. Fractional amounts have been rounded to the nearest whole number.

Reporting Owners 2

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- (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.