OLD NATIONAL BANCORP /IN/

Form 4

March 27, 2017

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.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Evernham Scott J Issuer Symbol OLD NATIONAL BANCORP /IN/ (Check all applicable) [ONB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) ONE MAIN ST 03/24/2017 EXEC VP - WEALTH MANAGEMENT (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **EVANSVILLE, IN 47708** Person

(City)	(State) (Z	ip) Table	I - Non	-De	rivative S	ecurit	ies Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securin(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIISII. I)	
COMMON STOCK	02/02/2017		D	V	1,542	D	\$ 17.65	34,359	D	
COMMON STOCK	02/02/2017		F	V	979	A	\$ 17.65	35,338	D	
COMMON STOCK	02/17/2017		D	V	3,000	D	\$ 18.7	32,338	D	
COMMON STOCK	02/17/2017		F	V	599	A	\$ 18.7	32,937	D	
COMMON STOCK	03/15/2017		J	V	91	A	\$ 18.196	33,028	D (2)	

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3235-0287

January 31,

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COMMON ONB 410 (1) Ι **STOCK KSOP COMMON** $D^{(5)}$ 03/15/2017 V 1 121 **STOCK**

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 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. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. l De Sec (In
				Code	V	·	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
PHANTOM STOCK	\$ 17.9 (4)	03/15/2017		J	V	6		(3)	(3)	COMMON STOCK	6 (4)	\$
PHANTOM STOCK	\$ 16.7 (4)	03/24/2017		P		23		(3)	(3)	COMMON STOCK	23 (4)	9

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Evernham Scott J ONE MAIN ST

EXEC VP - WEALTH MANAGEMENT

EVANSVILLE, IN 47708

Signatures

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

03/27/2017

(9-02)

**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) KSOP balance updated based upon current data.
- (2) Includes 16,500 restricted stock units, 3,709 restricted stock shares and 12,819 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) 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.
- (4) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (5) Old National Bancorp Employee Stock Purchase Plan

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.