Wolking Christopher A Form 4 October 10, 2017

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION (

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

Expires: January 31, 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

5 Relationship of Reporting Person(s) to

 $D^{(5)}$ 

 $I^{(3)}$ 

 $D^{(2)}$ 

2,733

8.391

96,728

Form 5 obligations may continue. See Instruction

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

1(b).

**COMMON** 

**COMMON** 

**COMMON** 

09/15/2017

**STOCK** 

**STOCK** 

**STOCK** 

(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]					Issuer (Check all applicable)			
(Last) (First) (Middle) ONE MAIN ST			3. Date of Earliest Transaction (Month/Day/Year) 10/06/2017					Director 10% Owner Officer (give title Other (specify below) SEVP - CAPITAL MARKETS			
(Street)			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			
	EVANSVIL	LE, IN 47708						Per	Form filed by Mosson	re than One Re	porting
	(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securitie	s Acquire	ed, Disposed of,	or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securionor Dispos (Instr. 3,	sed of (D	))	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								535	I	GAIL S WOLKING - SPOUSE

V 2

ONB KSOP

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COMMON STOCK	09/15/2017	J	V	11	A	\$ 16.5899	1,447	D (4)
COMMON STOCK	09/29/2017	L	V	35	A	\$ 17.385	1,482	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

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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Am Underlying Sec (Instr. 3 and 4)		88 II SS ((
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
PHANTOM STOCK	\$ 18.4 <u>(1)</u>	10/06/2017		P	2	<u>(7)</u>	<u>(7)</u>	COMMON STOCK	2 (1)	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
*** ** * * * * * * * * * * * * * * * * *							

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

SEVP - CAPITAL MARKETS

### **Signatures**

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

10/10/2017

(9-02)

Dei Sec (Ins

\*\*Signature of Reporting Person Date

2 Reporting Owners

#### **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 38,250 restricted stock units, 8,084 restricted stock shares and 50,394 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.