JONES ROBERT G Form 4

April 19, 2018

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

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obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Repo	orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
		OLD NATIONAL BANCORP /IN/ [ONB]			
(Last) (First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify		
ONE MAIN ST		01/25/2018	below) below) CHAIRMAN AND CEO		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)	Applicable Line)		
EVANSVILLE, IN 477	08		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	Table 1	I - Non-De	rivative Se	curitie	s Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	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	01/25/2018		A	68,500	A	\$ 17.5	353,855	D (5)	
COMMON STOCK							7,938	D (1)	
COMMON STOCK							68,505	D (2)	
COMMON STOCK							3,482	I (3)	ONB KSOP
COMMON STOCK							14,180	D (4)	

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

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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)		e	7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
EMPLOYEE STOCK OPTION	\$ 13.31					02/01/2010	01/29/2019	COMMON STOCK	49,000
PHANTOM STOCK	\$ 17.75					<u>(6)</u>	<u>(6)</u>	COMMON STOCK	448

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
JONES ROBERT G							
ONE MAIN ST	X	X	CHAIRMAN AND CEO				
EVANSVILLE, IN 47708							

### **Signatures**

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

01/29/2018

SEC 1474

(9-02)

\*\*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) Old National Bancorp Employee Stock Purchase Plan.
- (2) Shares held with a broker.

Reporting Owners 2

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- (3) KSOP balance updated based upon current data.
- (4) Shares held in Oltrust FBO Robert and Lisa Jones.
- (5) Includes 272,100 restricted stock units and 81,755 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (6) 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.