

STANLEY KELLY N
Form 4
February 10, 2003

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP

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 194

OMB
APPROVAL
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Check this box if no
longer
subject to Section
16. Form 4 or
Form 5 obligations
may continue.
See Instruction 1(b).

(Print or Type Responses)

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| | | | | | | | | | |
|--|---|---|---|---|--|--|--|---------------------------------|----|
| 1. Name and Address of Reporting Person* Stanley, Kelly N. | | 2. Issuer Name and Ticker or Trading Symbol Old National Bancorp ONB | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| | | | | | <input checked="" type="checkbox"/> | Director | <input type="checkbox"/> | 10% Owner | |
| | | | | | <input type="checkbox"/> | Officer (give title below) | <input type="checkbox"/> | Other (specify below) | |
| (Last) (First) (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year January 27, 2003 | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| (Street) | | | 5. If Amendment, Date of Original (Month//Day/Year) | | <input checked="" type="checkbox"/> | Form filed by One Reporting Person | | | |
| (City) (State) (Zip) | | | | | <input type="checkbox"/> | Form filed by More than One Reporting Person | | | |
| Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Election Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. | 7. |
| | | | | Amount | (A) | Price | or | Ownership Form: Indirect (D) or | |

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| | Day/Year | Year | | | | or (D) | Reported Transaction(s) (Instr. 3 and 4) | Indirect (Instr. 4) |
|---|----------|------|---|---|---------|-----------|---|---------------------------|
| Common stock | 01/27/03 | | J | V | 753.093 | A | 15,814.949 | D |
| Common stock | 01/27/03 | | J | V | 67.000 | A | 1,420.052 | D1 |
| Common stock | 01/27/03 | | J | V | 9.000 | A | 189.420 | I2 |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| J Shrs recd pursuant to stock dividend on ONB common stock with a record date of 1/6/2003 | | | | | | | | |
| | | | | | | | | |
| D Kelly N Stanley | | | | | | | | |
| D1 Kelly N Stanley IRA broker held | | | | | | | | |
| I2 Donna M Stanley IRA spouse broker held | | | | | | | | |
| | | | | | | | | |

| FORM 4 (continued) | | Table II ` Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converti | | | | | | |
|--|--|---|---|--------------------------------|--|--|---|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Date/Year) | 3A. Deemed Execution Date, if any (Month/Date/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
| | | | | | | | | |

| | | | | | | and 5) | | | | | Amount or Number of Shares |
|--|-----------|---------|--|------|---|--------|-----|---------------------|--------------------|-----------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Director Stock Option Right to buy | \$11.0242 | 3/10/00 | | J(1) | | 6,076 | | Immed. | 5/1/06 | Common stock | 6,076 |
| Director Stock Option Right to buy | \$12.2583 | 3/10/00 | | J(1) | | 6,076 | | Immed. | 5/1/07 | Common stock | 6,076 |
| Director Stock Option Right to buy | \$18.9222 | 3/10/00 | | J(1) | | 6,076 | | Immed. | 5/1/08 | Common stock | 6,076 |
| Director Stock Option Right to buy | \$13.1221 | 3/10/00 | | J(1) | | 3,342 | | Immed. | 5/1/09 | Common stock | 3,342 |
| | | | | | | | | | | | |
| | | | | | | | | | | | |

Explanation of Responses:

(1) Stock options received in connection with merger of ANB Corporation into Old National Bancorp in exchange for stock of

**Signature of Reporting
Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Last Update: 09/05/2002