

Knight Jeffrey L
Form 4
March 03, 2010

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.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Knight Jeffrey L

2. Issuer Name **and** Ticker or Trading
Symbol
OLD NATIONAL BANCORP /IN/
[ONB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE MAIN ST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP-CHIEF LEGAL OFFICER

EVANSVILLE, IN 47708

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
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Execution 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 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				(A) or (D)	8.989	D (6)	
COMMON STOCK					142.242	D	
COMMON STOCK					9,187.767 (3)	I	ONB KSOP
COMMON STOCK	02/01/2010		D	V 5,700 D \$ 0	26,834	D	
COMMON STOCK	02/01/2010		D	V 934 D \$ 0	25,900	D	

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COMMON STOCK	02/01/2010		D	V	900	D	\$ 0	25,000	D	
COMMON STOCK	02/01/2010		D	V	1,200	D	\$ 0	23,800	D	
COMMON STOCK								92.185	I	CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER
COMMON STOCK								83.601	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK								90.169	I	CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER
COMMON STOCK	02/01/2010		F	V	587	A	\$ 11.84	5,905.8	D ⁽⁷⁾	
COMMON STOCK	02/01/2010		F	V	566	A	\$ 11.84	6,471.8	D ⁽⁷⁾	
COMMON STOCK	02/01/2010		F	V	755	A	\$ 11.84	7,226.8	D ⁽⁷⁾	
COMMON STOCK	02/01/2010		F	V	825	A	\$ 11.84	8,051.8	D ⁽⁸⁾	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. Transaction Code (Instr. 8)	5. Number of 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)
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				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)				
EMPLOYEE STOCK OPTION	\$ 21.7			02/01/2002 ⁽⁴⁾	06/27/2011	COMMON STOCK	11,189
EMPLOYEE STOCK OPTION	\$ 21.7			06/27/2001 ⁽⁴⁾	06/27/2011	COMMON STOCK	6,900
EMPLOYEE STOCK OPTION	\$ 20.59			01/22/2003 ⁽⁴⁾	01/22/2012	COMMON STOCK	12,900
EMPLOYEE STOCK OPTION	\$ 20.68			01/31/2004 ⁽⁴⁾	01/31/2013	COMMON STOCK	17,600
EMPLOYEE STOCK OPTION	\$ 20.43			12/31/2004 ⁽⁴⁾	02/02/2014	COMMON STOCK	1,900
EMPLOYEE STOCK OPTION	\$ 21.65			02/01/2007 ⁽⁴⁾	02/24/2016	COMMON STOCK	12,800
EMPLOYEE STOCK OPTION	\$ 18.43			01/25/2008 ⁽¹⁾	01/25/2017	COMMON STOCK	16,500
EMPLOYEE STOCK OPTION	\$ 15.29			02/01/2009 ⁽⁵⁾	01/24/2018	COMMON STOCK	19,700
EMPLOYEE STOCK OPTION	\$ 13.31			02/01/2010 ⁽²⁾	01/29/2019	COMMON STOCK	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Jeffrey L ONE MAIN ST EVANSVILLE, IN 47708			EVP-CHIEF LEGAL OFFICER	

Signatures

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

03/03/2010

****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) Option vests in one-third annual installments beginning on 1/25/2008.
- (2) Option vests in one-third annual installments beginning on 1/29/2010.
- (3) KSOP balance updated based upon current data.
- (4) Immediately exercisable.
- (5) Option vests in one-third annual installments beginning on 1/24/2009.
- (6) Old National Bancorp Employee Stock Purchase Plan.
- (7) Vesting of one-third service based restricted stock net of applicable withholding taxes.
- (8) Vesting of performance based restricted stock net of applicable withholding taxes.

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

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