Wolking Christopher A Form 4 March 17, 2010

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Section 16. Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per 0.5 response...

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).

(Print or Type Responses)

Name and Ac Wolking Chr	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			OLD NA [ONB]	TIONAL	BANCORP /IN/	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Director X Officer (g	give title	` I	
ONE MAIN ST (Street)			03/15/20	•		below) below) SEVP - CFO			
			4. If Amen	dment, Dat	e Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mont	h/Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person				
EVANSVIL					Form filed by More than One Reporting Person				
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own						
1.Title of	2. Transaction	Date 2A. Do	eemed	3.	4. Securities	5. Amount of	6.	7. Nature of	
Security	Security (Month/Day/Year) Execu		ion Date, if TransactionAcquired (A) or			Securities	Ownership	Indirect	
(Instr. 3)		any	h/Day/Vaan	Code	Disposed of (D)	Beneficially	Form:	Beneficial	

·	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficically Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. 4. Securities e, if TransactionAcquired (A) or Code Disposed of (D)				5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following Reported Transaction(s)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111511. 1)	
COMMON STOCK							31,001	D	
COMMON STOCK							205.228	D (1)	
COMMON STOCK							6,784.832	I (3)	ONB KSOP
COMMON STOCK							2,733.917	D (2)	
COMMON STOCK							9,619.389	D	

GAIL S **COMMON** I 535 **WOLKING STOCK** - SPOUSE

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.

(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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	1
EMPLOYEE STOCK OPTION	\$ 21.7						06/27/2001(7)	06/27/2011	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 21.7						02/01/2002(7)	06/27/2011	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 20.59						01/22/2003(7)	01/22/2012	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 20.68						01/31/2004(7)	01/31/2013	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 20.43						12/31/2004(7)	02/02/2014	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 21.65						02/01/2007(7)	02/24/2016	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 18.43						01/25/2008(5)	01/25/2017	COMMON STOCK	
	\$ 15.29						02/01/2009(6)	01/24/2018		

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**EMPLOYEE** COMMON **STOCK STOCK OPTION EMPLOYEE** COMMON 02/01/2010(4) 01/29/2019 **STOCK** \$ 13.31 **STOCK OPTION PHANTOM** 18.51 **COMMON** P (9) (9) \$ 11.63 03/15/2010 **STOCK** (8) **STOCK** 

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wolking Christopher A

ONE MAIN ST SEVP - CFO

**EVANSVILLE, IN 47708** 

## **Signatures**

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

03/17/2010

\*\*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) Registered as joint tenants Christopher & Gail Wolking
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Option vests in one-third annual installments beginning on 1/29/2010.
- (5) Option vests in one-third annual installments beginning on 1/25/2008.
- (6) Option vests in one-third annual installments beginning on 1/24/2009.
- (7) Immediately exercisable.
- (8) Shares of phantom stock acquired under ONB's Executive Deferred Compensation Plan.
- (9) 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.

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