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OLD NATIONAL BANCORP /IN/ Form 4 January 09, 2014 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LAMBERT PHELPS L Issuer Symbol **OLD NATIONAL BANCORP /IN/** (Check all applicable) [ONB] X_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) ONE MAIN ST 12/16/2013 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting EVANSVILLE, IN 47708 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 7. Nature of 3. 6. Ownership Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Indirect Beneficial (Instr. 3) Code Beneficially Form: Ownership Disposed of (D) any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Direct (D) (Instr. 4) Following or Indirect Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price COMMON 124,429 D STOCK **SPOUSE -**COMMON 11,765 Ι CAROL M STOCK LAMBERT **SPOUSE -**COMMON 1,000 Ι CAROL M STOCK LAMBERT (1) COMMON D⁽¹⁾ 18,500 STOCK 1,000 Ι

COMMON
STOCK

HENDERSON
DUPLICATE
BRIDGE
CLUB INC (3)

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transa	ctio	5. nNumber	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. l De
Security	or Exercise		any	Code		of	(Month/Day	/Year)	(Instr. 3 and 4)		See
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	e				(In
	Derivative					Securities					
	Security					Acquired					
						(A) or					
						Disposed of (D)					
						(Instr. 3,					
						4, and 5)					
										Amount	
							Date	Expiration	Title	or Number	
							Exercisable	Date	THE	of	
				Code	v	(A) (D)				Shares	
PHANTOM STOCK	\$ 15.2 <u>(4)</u>	12/16/2013		J	v	74	(2)	(2)	COMMON STOCK	74 (4)	\$

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips					
	Director	10% Owner	Officer	Other				
LAMBERT PHELPS L ONE MAIN ST EVANSVILLE, IN 47708	Х							
Signatures								
JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT								

ATTOKINE I - IIN-FAUI

**Signature of Reporting Person

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).

01/09/2014

Date

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(1) HELD IN IRA WITH BROKER

- (2) 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.
- (3) The reporting person is a director of the corporation which owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

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.