

OLD NATIONAL BANCORP /IN/
Form 4
August 06, 2015

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUNIGAN LARRY E

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)
07/29/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

EVANSVILLE, IN 47708
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| COMMON STOCK | | | | | 17,434 | D ⁽¹⁾ | |
| COMMON STOCK | | | | | 94,344 | D ⁽²⁾ | |
| COMMON STOCK | | | | | 10,000 | D ⁽³⁾ | |
| COMMON STOCK | | | | | 222,255 | I ⁽³⁾ | HELD IN HOLIDAY MANAGEMENT FOUNDATION |
| | | | | | 3,423 | I ⁽³⁾ | |

| | | | | | | | | | | |
|--------------|------------|--|---|---|--------|---|------|-------|-------------------------|-------------------|
| COMMON STOCK | | | | | | | | | SHARON DUNIGAN - SPOUSE | |
| COMMON STOCK | 07/29/2015 | | G | V | 10,722 | D | \$ 0 | 0 | I <u>(4)</u> | SPOUSE IS TRUSTEE |
| COMMON STOCK | 07/29/2015 | | G | V | 5,361 | A | \$ 0 | 9,341 | I <u>(5)</u> | SPOUSE IS TRUSTEE |
| COMMON STOCK | 07/29/2015 | | G | V | 5,361 | A | \$ 0 | 5,361 | I <u>(6)</u> | SPOUSE IS TRUSTEE |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DUNIGAN LARRY E ONE MAIN ST EVANSVILLE, IN 47708 | | X | | |

Signatures

JEFFREY L KNIGHT, SENIOR VICE PRESIDENT AND GENERAL COUNSEL, AS ATTORNEY-IN-FACT

08/06/2015

__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) LARRY AND SHARON DUNIGAN JT TEN
- (2) LARRY AND SHARON DUNIGAN JT TEN - HELD WITH BROKER.
- (3) SHARES HELD WITH BROKER.
- (4) KEVIN DUNIGAN TRUST, SHARON DUNIGAN TTEE - HELD WITH BROKER.
- (5) MITCHELL DUNIGAN TRUST, SHARON DUNIGAN TTEE
- (6) CHASE DUNIGAN TRUST, SHARON DUNIGAN TTEE

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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