

HINTON MICHAEL R
 Form 4
 February 24, 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
 OMB Number:
 3235-0287
 Expires: January
 31, 2005

Estimated average
 burden
 hours per
 response...0.5

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*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)										
Hinton, Michael R.			Old National Bancorp ONB			<table border="1"> <tr> <td><input type="checkbox"/></td> <td>Director</td> <td><input type="checkbox"/></td> <td>10% Owner</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td>Officer (give title below)</td> <td colspan="2">Other (specify below)</td> </tr> </table>			<input type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner	<input checked="" type="checkbox"/>	Officer (give title below)	Other (specify below)	
<input type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner													
<input checked="" type="checkbox"/>	Officer (give title below)	Other (specify below)														
			Executive Vice President Evansville Regional Executive													
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)									
10900 Browning Road					February 6, 2003											
					5. If Amendment, Date of Original (Month//Day/Year)		<input checked="" type="checkbox"/> Form filed by One Reporting Person									
(Street)							<input type="checkbox"/> Form filed by More than One Reporting Person									
Evansville, IN 47711																
(City) (State) (Zip)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security (Instr. 3)			2A. Transaction Date (Month/Day/Year), if		2B. Transaction Code (Instr. 8)		3. Transaction Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially		6. Ownership Form (Direct (D))		7. Nature of Indirect Beneficial Ownership			

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	Day (Month/Day/ Year)	Code (Instr. 8)	V	Amount	(A) or (D)	Price	Owned or Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (Instr. 4)
Common stock						9,322.150	D	
Common stock	02/06/03	L	V	4.243	A	23.02634.699	I1	
Common stock						19,655.493	I2	
Common stock						1,034.755	I3	
Common stock						843.000	I4	
Common stock						8,187.900	I5	
D Michael R Hinton								
I1 Michael Hinton CF Taylor Hinton								
I2 ONB Emp Savings and Profit Sharing Plan								
I3 Debra D Hinton spouse								
I4 Debra D Hinton spouse broker held								
I5 Debra D Hinton spouse								

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

FORM 4 (continued)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired or Disposed of (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. Number of Derivative Securities Owned or Reported Following Transaction(s)	10. Ownership of Derivative Security (Instr. 4)

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		Date/Year)		(A)	(D)	Date Expiration Exercisable Date	Title	Amount or Number of Shares	(Instr. 4)	Indirect (Instr. 4)
		Code	V							
Employee Stock Option	\$23.9365	6/27/01	A	V		(1) 6/27/2011	common stock	78,057		Direct (D)
Right to Buy					78,057			N/A		
Employee Stock Option	\$23.9365	6/27/01	A	V		(2) 6/27/2011	common stock	14,433		Direct (D)
Right to Buy					14,433			N/A		
Employee Stock Option	\$22.6952	1/22/02	A	V		(3) 1/22/2012	common stock	87,150		Direct (D)
Right to Buy					87,150			N/A		
Employee Stock Option	\$22.8000	1/31/03	A	V		(4) 1/31/2013	common stock	130,000		Direct (D)
Right to Buy					130,000			N/A		

Explanation of Responses:

(1) The Option vests in 4 equal annual installments beginning on February 1, 2002.* (*) Subject to Accelerated Vesting in

Certain Circumstances.

(2) The Option is Immediately Exercisable.

(3) The Option vests in 4 equal annual installments beginning on January 22, 2003.* (*) Subject to Accelerated Vesting in Certain Circumstances.

(4) The Option vests in 4 equal annual installments beginning on January 31, 2004.* (*) Subject to Accelerated Vesting in Certain Circumstances.

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		**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