

OLD NATIONAL BANCORP /IN/  
Form 4/A  
February 23, 2007

# 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 \*  
Rickard Candice J

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)  
290 COVINGTON RIDGE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/31/2003

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP-CORPORATE CONTROLLER

OWENSBORO, KY 42301  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/08/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| COMMON STOCK                    |                                      |  |                                |   | 259.537   | D  |                                   |
| COMMON STOCK                    |                                      |  |                                |   | 1,298.87  | I  | ONB ESOP                          |
| COMMON STOCK                    | 08/05/2004                           |  | A                              |   | 1,024   | D  | \$ 0 1,024                        |
| COMMON STOCK                    | 01/27/2005                           |  | A                              |   | 1,650   | D  | \$ 0 2,674                        |
| COMMON STOCK                    | 02/24/2006                           |  | A                              |   | 2,400   | D  | \$ 0 5,074                        |

COMMON STOCK      02/24/2006      A      800      A      \$ 0      5,874      D

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) | Am or Nur of Sha |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|
| EMPLOYEE STOCK OPTION                      | \$ 20.59   |                                      |  |                                |   | 01/22/2003 01/22/2012                                    | COMMON STOCK  | 3,               |
| EMPLOYEE STOCK OPTION                      | \$ 20.68   | 01/31/2003                           |  | A                              | 8,269   | 01/31/2004 01/31/2013                                    | COMMON STOCK  | 8,               |
| EMPLOYEE STOCK OPTION                      | \$ 20.43   | 02/02/2004                           |  | A                              | 1,024   | 12/31/2004 02/02/2014                                    | COMMON STOCK  | 1,               |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                             |
|---|---|
|   | Director    10% Owner    Officer    Other |
| Rickard Candice J<br>290 COVINGTON RIDGE<br>OWENSBORO, KY 42301 | VP-CORPORATE CONTROLLER                   |

## Signatures

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

02/23/2007

\_\_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).

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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