

HUDGIONS ANNETTE W  
Form 4  
March 20, 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 * HUDGIONS ANNETTE W			2. Issuer Name <b>and</b> Ticker or Trading Symbol OLD NATIONAL BANCORP /IN/ [ONB]		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2007		_____ Director <input checked="" type="checkbox"/> Officer (give title below) PRES AND CEO-ONB SERVICE DIV _____ 10% Owner _____ Other (specify below)	
800 S MAIN STREET  (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	HENDERSON, KY 42420			

**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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK					27,734	D	
COMMON STOCK	02/01/2007		F	V 529 A \$ 18.63	6,473.153	D <u>(6)</u>	
COMMON STOCK	02/05/2007		L	V 1.344 A \$ 18.7389	581.135	D <u>(3)</u>	
COMMON STOCK	02/20/2007		L	V 1.3 A \$ 19.2354	582.435	D <u>(3)</u>	
COMMON STOCK	03/05/2007		L	V 1.377 A \$ 18.1518	583.812	D <u>(3)</u>	

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COMMON STOCK 10,198.888 I <sup>(5)</sup> ONB KSOP

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.** SEC 1474 (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)	Amount or Number of Shares
EMPLOYEE STOCK OPTION	\$ 21.7					Date Exercisable: 02/01/2002 <sup>(1)</sup> Expiration Date: 06/27/2011	COMMON STOCK	32,0
EMPLOYEE STOCK OPTION	\$ 20.59					Date Exercisable: 01/22/2003 <sup>(1)</sup> Expiration Date: 01/22/2012	COMMON STOCK	35,3
EMPLOYEE STOCK OPTION	\$ 20.68					Date Exercisable: 01/31/2004 <sup>(1)</sup> Expiration Date: 01/31/2013	COMMON STOCK	44,1
EMPLOYEE STOCK OPTION	\$ 20.43					Date Exercisable: 12/31/2004 <sup>(1)</sup> Expiration Date: 02/02/2014	COMMON STOCK	4,2
EMPLOYEE STOCK OPTION	\$ 21.65					Date Exercisable: 02/01/2007 <sup>(2)</sup> Expiration Date: 02/24/2016	COMMON STOCK	12,8
EMPLOYEE STOCK OPTION	\$ 18.43					Date Exercisable: 01/25/2008 <sup>(4)</sup> Expiration Date: 01/25/2017	COMMON STOCK	17,6

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Reporting Owner Name / Address	Relationships
HUDGIONS ANNETTE W 800 S MAIN STREET HENDERSON, KY 42420	Director 10% Owner Officer Other  PRES AND CEO-ONB SERVICE DIV

## Signatures

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

03/20/2007

\_\_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).
  - (1) Immediately exercisable.
  - (2) Option vests in one-third annual installments beginning on 2/1/2007.
  - (3) Registered in Annette W and John D Hudgions Jt Ten
  - (4) Option vests in one-third annual installments beginning on 1/25/2008.
  - (5) KSOP balance updated based upon current data.
  - (6) Vesting of one-third service based stock net of applicable withholding taxes.

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.