Knight Jeffrey L Form 4 February 18, 2009

## FORM 4

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

**OMB APPROVAL** OMB

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See Instruction

if no longer

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Knight Jeffrey L			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			OLD NATIONAL BANCORP /IN/ [ONB]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner		
330 LARGO COURT			(Month/Day/Year) 02/16/2009	X Officer (give title Other (special below) below)  EVP-CHIEF LEGAL OFFICE		
	(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		
EVANSVILLE, IN 47712				Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative	Secur	ities Ac	quired, Disposed	of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
COMMON STOCK	02/16/2009		Code V	Amount 327	or (D)	Price \$ 12.6	(Instr. 3 and 4) 3,618.8	D (6)	
COMMON STOCK							136.451	D	
COMMON STOCK							9,213.233 (3)	I	ONB KSOP
COMMON STOCK	02/16/2009		D	5,200	D	\$0	23,834	D	
COMMON STOCK							81.195	I	CUSTODIAN FOR ABIGAIL R

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			KNIGHT, DAUGHTER
COMMON STOCK	72.96	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	79.261	I	CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER

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)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. SorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002(4)	06/27/2011	COMMON STOCK	11,1
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001(4)	06/27/2011	COMMON STOCK	6,9
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003(4)	01/22/2012	COMMON STOCK	12,9
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004(4)	01/31/2013	COMMON STOCK	17,6

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EMPLOYEE STOCK OPTION	\$ 20.43	12/31/2004(4)	02/02/2014	COMMON STOCK	1,9
EMPLOYEE STOCK OPTION	\$ 21.65	02/01/2007(4)	02/24/2016	COMMON STOCK	12,8
EMPLOYEE STOCK OPTION	\$ 18.43	01/25/2008(1)	01/25/2017	COMMON STOCK	16,5
EMPLOYEE STOCK OPTION	\$ 15.29	02/01/2009(5)	01/24/2018	COMMON STOCK	19,7
EMPLOYEE STOCK OPTION	\$ 13.31	02/01/2010(2)	01/29/2019	COMMON STOCK	11,0

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712

**EVP-CHIEF LEGAL OFFICER** 

## **Signatures**

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

02/18/2009

\*\*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) Option vests in one-third annual installments beginning on 1/25/2008.
- (2) Option vests in one-third annual installments beginning on 1/29/2010.
- (3) KSOP balance updated based upon current data.
- (4) Immediately exercisable.
- (5) Option vests in one-third annual installments beginning on 1/24/2009.
- (6) Vesting of performance based restricted 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.

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