OLD NATIONAL BANCORP /IN/

Form 4

February 27, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Kamin John R.			2. Issuer Name and 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			
			(Month/Day/Year)	X Officer (give title Other (speci			
ONE MAIN ST			02/25/2014	CHIEF INFORMATION OFFICER			
(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 Form filed by More than One Reporting Person			
EVANSVILLE, IN 47708							

(City)	(State) (Zi	ip) Table	I - Non	-De	rivative S	ecurit	ies Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
COMMON STOCK	02/03/2014		D	V	2,917	D	\$ 14	37,249	D	
COMMON STOCK	02/03/2014		F	V	1,835 (6)	A	\$ 14	39,084	D	
COMMON STOCK	02/25/2014		D		3,525	D	\$ 13.49	35,559	D	
COMMON STOCK	02/25/2014		A		2,737 (7)	A	\$ 13.49	38,296 (1)	D	
COMMON STOCK								5,303	D (3)	

COMMON STOCK

1,216

 $D^{(2)}$

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)

> 8. F Der Sec (Ins

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. Transactic Code (Instr. 8)	5. DriNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PHANTOM	\$ 14.46					(5)	(5)	COMMON	18

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kamin John R.

STOCK

ONE MAIN ST CHIEF INFORMATION OFFICER

EVANSVILLE, IN 47708

Signatures

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

02/27/2014

STOCK

**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) Includes 26,251 restricted stock units, 5,834 restricted stock shares and 6,211 shares of common stock. Fractional amounts have been rounded to the nearest whole number.

Reporting Owners 2

Edgar Filing: OLD NATIONAL BANCORP /IN/ - Form 4

- (2) Old National Bancorp Employee Stock Purchase Plan
- (3) Shares held with a broker.
- (4) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (5) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.
- (6) Vesting of one-third service based restricted stock net of applicable withholding taxes.
 - The original shares granted were increased based upon the final determination of the satisfaction of the performance factors described in
- (7) the Old National Bancorp 2008 Incentive Compensation Plan Performance Share Award Agreement. 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.