

HINTON MICHAEL R  
 Form 4  
 February 10, 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  
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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).

(Print or Type Responses)

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1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Tickler 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></td> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">Executive Vice President Evansville Regional Executive</td> </tr> </table>				Director	10% Owner	X	Officer (give title below)	Other (specify below)	Executive Vice President Evansville Regional Executive		
	Director	10% Owner															
X	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					January 10, 2003												
(Street)					5. If Amendment, Date of Original (Month//Day/Year)		X Form filed by One Reporting Person										
Evansville, IN 47711							Form filed by More than One Reporting Person										
(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		3. Transaction Code (Instr. 8)		4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially		6. Ownership Form: Direct (D)		7. Nature of Beneficial Ownership				

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	Day (Month/Day/Year)	Code (Instr. 4)	V	Amount	(A) or (D)	Price	Owned or Reported Transaction(s)	Indirect (Instr. 4)
Common stock	01/27/03	J	V	443.912	A	9,322.150	D	
Common stock	01/10/03	L	V	4.215	A	23.726	I1	
	01/27/03	J	V	28.864	A			
Common stock						19,655.493	I2	
Common stock	01/27/03	J	V	49.274	A	1,034.755	I3	
Common stock	01/27/03	J	V	40.000	A	843.000	I4	
Common stock	01/27/03	J	V	389.900	A		8,187.900	
J Shrs recd pursuant to stock dividend on ONB								
common stock with a record date of 1/6/2003								
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								

FORM 4 (continued)		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	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired or Disposed of (A) or (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or \$ Value 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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		Year)	(Month/ Date/Year)		(Instr. 3, 4 and 5)		Date	Expiration Date	Title	Amount or Number of Shares	Reported	Transactions	
			Code	V	(A)	(D)					(Instr. 4)	(Instr. 4)	
Employee Stock Option  Right to Buy	\$23.9365	6/27/01	A	V			(1)	6/27/2011	common stock	78,057	N/A	78,057	Direct (D)
Employee Stock Option  Right to Buy	\$23.9365	6/27/01	A	V			(2)	6/27/2011	common stock	14,433	N/A	14,433	Direct (D)
Employee Stock Option  Right to Buy	\$22.6952	1/22/02	A	V			(3)	1/22/2012	common stock	87,150	N/A	87,150	Direct (D)

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.

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		**Signature of Reporting Person				Date			

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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.