

CLAYTON THOMAS F  
Form 4  
April 07, 2003

FORM 4

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)

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  
OMB Number: 3235-0287  
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0

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)															
Clayton, Thomas F.		Old National Bancorp ONB		<table border="1"> <tr> <td></td> <td>Director</td> <td></td> <td>10% Ow</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td></td> <td>Other (specify below)</td> </tr> <tr> <td colspan="4">Executive Vice President</td> </tr> </table>					Director		10% Ow	X	Officer (give title below)		Other (specify below)	Executive Vice President			
	Director		10% Ow																
X	Officer (give title below)		Other (specify below)																
Executive Vice President																			
(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)													
				March 6, 2003															
(Street)			5. If Amendment, Date of Original (Month//Day/Year)	X		Form filed by One Reporting Person													
Evansville, IN 47715						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. Deemed Exemption Date (Month/Day/Year)	2. Transaction 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	6. Ownership or Indirect	7. Ownership or Indirect										
					Amount	(A) Price													

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		Year)				or (D)		Transaction(s) (Instr. 3 and 4)	(l) (Instr. 4)
Common stock	03/17/03		J	V	11.737	A	N/A	1,353.857	D
Common stock	03/17/03		J	V	10.034	A	N/A	1,157.384	I1
Common stock								11,511.531	I2
Common stock	03/06/03		L	V	9.036	A	22.1325	13,454.397	I3
	03/17/03		J	V	116.561	A	N/A		
J 1Q2003 Full Reinvestment Cash Dividend									
D Thomas F Clayton									
I1 T F Clayton CF Patricia Carter Clayton									
I2 ONB Emp Savings and Profit Sharing Plan									
I3 Susan Clayton spouse									

FORM 4 (continued)		Table II ` Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conver						
1. Title of Derivative Security (Instr. 3)	2. Con- version or Exercise Price of Deriv-ative Security	3. Trans- action Date (Month/ Date/ Year)	3A. Deemed Execut-ion Date, if any  (Month/ Date/	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	

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		Year)			and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)				
Employee Stock Option Right to Buy	\$23.9365	6/27/01	A	V	78,057		(1)	6/27/2011	common stock	78,0
Employee Stock Option Right to Buy	\$23.9365	6/27/01	A	V	14,433		(2)	6/27/2011	common stock	14,4
Employee Stock Option Right to Buy	\$22.6952	1/22/02	A	V	87,150		(3)	1/22/2012	common stock	87,1
Employee Stock Option Right to Buy	\$22.8000	1/31/03	A	V	110,000		(4)	1/31/2013	common stock	110,0

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.

(4) The Option vests in 4 equal annual installments beginning on January 31, 2004.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.

\_\_\_\_\_  
\*\*Signature of Reporting  
Person

\_\_\_\_\_  
Date

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.

Last Update: 09/05/2002