OLD NATIONAL BANCORP /IN/

Form 4 July 08, 2010

FORM 4 LINETED CT

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

OMB APPROVAL

OMB
Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

JONES ROB	BERT G	reison_	Symbol			BANCO		Issue		applicable)	i(s) to	
(Last)		Middle)	3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)				10% Or Other (below)					
ONE MAIN ST			06/15/2010						PRESIDENT AND CEO			
	(Street)		4. If Amer Filed(Mon			e Original		Appli _X_1	dividual or Joint/Ocable Line) Form filed by One F	Reporting Perso	n	
EVANSVIL	LE, IN 47708								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Noi	n-De	erivative Sec	curitie	es Acquired	, Disposed of, or	Beneficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	emed on Date, if 'Day/Year)	3. Transa Code (Instr.	8)	4. Securitie nDisposed o (Instr. 3, 4)	f (D)		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 Beneficial Ownership (Instr. 4)	
COMMON STOCK									63,315	D (2)		
COMMON STOCK									90,400	D		
COMMON STOCK	06/15/2010			J	V	104.016	A	\$ 11.2669	16,846.073	D		
COMMON STOCK									2,808.057 (5)	I	ONB KSOP	
COMMON STOCK									10,500	D (6)		

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COMMON STOCK	06/15/2010	J	V	3.32	A	\$ 11.2669	537.71	D (9)
COMMON STOCK	06/30/2010	L	V	304.816	A	\$ 9.842	842.526	D (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Share
EMPLOYEE STOCK OPTION	\$ 23.99					09/07/2005(1)	09/07/2014	COMMON STOCK	26,
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007(1)	02/24/2016	COMMON STOCK	45,
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008(4)	01/25/2017	COMMON STOCK	59,
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009(7)	01/24/2018	COMMON STOCK	70,
EMPLOYEE STOCK OPTION	\$ 13.31					02/01/2010(3)	01/29/2019	COMMON STOCK	49,
PHANTOM STOCK	\$ 10.86					(8)	<u>(8)</u>	COMMON STOCK	230

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
JONES ROBERT G ONE MAIN ST EVANSVILLE, IN 47708	X		PRESIDENT AND CEO						

Signatures

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

07/08/2010

**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) Shares held with a broker.
- (3) Option vests in one-third annual installments beginning on 1/29/2010.
- (4) Option vests in one-third annual installments beginning on 1/25/2008.
- (5) KSOP balance updated based upon current data.
- (6) Shares held in Oltrust FBO Robert and Lisa Jones.
- (7) Option vests in one-third annual installments beginning on 1/24/2009.
- (8) 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.
- (9) Old National Bancorp Employee Stock Purchase Plan.

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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