Wolking Christopher A Form 4 November 14, 2011

COMMON

**STOCK** 

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Wolking Christopher A Issuer Symbol OLD NATIONAL BANCORP /IN/ (Check all applicable) [ONB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) ONE MAIN ST 11/11/2011 SEVP - CFO (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 **EVANSVILLE, IN 47708** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price **COMMON** 214.734 $\mathbf{D}^{(1)}$ **STOCK COMMON** D 39,935.75 **STOCK COMMON** $I^{(3)}$ 7,039.086 ONB KSOP **STOCK COMMON** 2,933.917 $D^{(2)}$ **STOCK**

13,347.18

D

#### Edgar Filing: Wolking Christopher A - Form 4

COMMON STOCK	535	I	GAIL S WOLKING - SPOUSE
COMMON STOCK	240.587 <u>(9)</u>	D	

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

3. Transaction Date 3A. Deemed

1. Title of

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)

6. Date Exercisable and

5. Number

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Code	Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Yea	Underlying Sec (Instr. 3 and 4)	cui	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	1
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003(7)	01/22/2012	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004(7)	01/31/2013	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004(7)	02/02/2014	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007(7)	02/24/2016	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008(5)	01/25/2017	COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009(6)	01/24/2018	COMMON STOCK	
EMPLOYEE STOCK	\$ 13.31					02/01/2010(4)	01/29/2019	COMMON STOCK	

7. Title and Amou

**OPTION** 

PHANTOM \$ 11.27 STOCK  $\frac{(10)}{(10)}$  11/11/2011 P 2.689  $\frac{(8)}{(10)}$  COMMON STOCK

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wolking Christopher A

ONE MAIN ST SEVP - CFO

**EVANSVILLE, IN 47708** 

## **Signatures**

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

11/14/2011

\*\*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) Registered as joint tenants Christopher & Gail Wolking
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Option vests in one-third annual installments beginning on 1/29/2010.
- (5) Option vests in one-third annual installments beginning on 1/25/2008.
- (6) Option vests in one-third annual installments beginning on 1/24/2009.
- (7) Immediately exercisable.
- (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.
- (10) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

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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