LAMBERT PHELPS L

Form 4 May 08, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

LAMBERT PHELPS L

1. Name and Address of Reporting Person *

				OLD NATIONAL BANCORP /IN/ [ONB]				/IN/	(Check all applicable)			
(Last) (First) (Middle) ONE MAIN ST				3. Date of Earliest Transaction (Month/Day/Year) 05/04/2012					X Director 10% Owner Officer (give title Other (specify below)			
(Street) EVANSVILLE, IN 47708				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										icially Owned		
	1.Title of Security (Instr. 3) COMMON STOCK	2. Transaction Day/Yea	r) Execution	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 124,429.322	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	COMMON STOCK								11,764.652	I	SPOUSE - CAROL M LAMBERT	
	COMMON STOCK								19,670.156	I	TRUSTEE (1)	
	COMMON STOCK								1,000	I	SPOUSE - CAROL M LAMBERT (2)	
									18,500	D (2)		

COMMON STOCK

COMMON STOCK $1,000 \qquad I \qquad \begin{array}{c} \text{HENDERSON} \\ \text{DUPLICATE} \\ \text{BRIDGE} \\ \text{CLUB INC} \stackrel{(4)}{\underline{}} \end{array}$

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)

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. Transa Code (Instr.		5. Number of nDerivative 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 Share
PHANTOM STOCK	\$ 12.97 (5)	03/15/2012		J	V	49.461	(3)	(3)	COMMON STOCK	49.461 (5)
PHANTOM STOCK	\$ 13.03 (5)	05/04/2012		A		575	(3)	(3)	COMMON STOCK	575 <u>(5</u>

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
LAMBERT PHELPS L	**							
ONE MAIN ST	X							
EVANSVILLE, IN 47708								

Signatures

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

05/08/2012

**Signature of Reporting Person Date

Reporting Owners 2

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) PETER C LAMBERT IRREV TRUST, PHELPS L LAMBERT TRUSTEE
- (2) HELD IN IRA WITH BROKER
- (3) 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.
- (4) The reporting person is a director of the corporation which owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (5) 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.