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Kamin John I Form 4											
January 10, 2										OMB APP	BOVAL
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								MISSION	OMB OMB Number:	3235-0287	
Check this if no long									January 31, 2005		
STATEMENT OF CHANGES IN BENEFICIAL Section 16. SECURITIES							IAL	Estimated average burden hours per			
Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of							of 1934,	response	0.5		
obligations may continue Section 17(a) of the Public Utility Holding Company Act of 1935 or Section											
<i>See</i> Instruction 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type Responses)											
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to									n(s) to		
Kamin John	OLD NA	Symbol Issuer OLD NATIONAL BANCORP /IN/						(Check all applicable)			
(Last)	(First)	(Middle)	[ONB]	Forlies	t Tra	insection			Director	10% O	wner
(Month/Da				ay/Year)					Officer (give title Other (specify below)		
ONE MAIN			12/17/20		D (01				MATION OFF	
Filed(Month/Day/Year) Applicable Lin						cable Line)	Joint/Group Filing(Check				
EVANSVILLE, IN 47708 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											
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5) (Instr. 8)					5. Amount o Securities Beneficially Owned Following	Ownership Form:	Beneficial Ownership	
							(A) or		Reported Transaction((I) (Instr. 4)	(11541: 1)
COMMON				Code		Amount	(D)	Price	(Instr. 3 and 4,160.556		
STOCK	12/17/2012			J	V	31.152	А	\$ 12.54	<u>(1)</u>	D	
COMMON STOCK									15,192	D	
COMMON STOCK	12/17/2012			J	V	4.082	А	\$ 11.9278	545.082	D	
COMMON STOCK	12/17/2012			J	V	3.352	А	\$ 11.9278	447.585	D (2)	
COMMON STOCK	12/31/2012			L	V	159.624	A	\$ 11.2765	607.209	D	

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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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exerc	cisable and	7. Title and Am	ount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration D	ate	Underlying Secu	urities
Security	or Exercise		any	Code	Securities	(Month/Day/	/Year)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
						Date	Expiration	T:41-	or
						Exercisable		Title	Number
				Code V	(A) (D)				of Shares
PHANTOM	\$ 12.84	24/04/2012				(4)		COMMON	
STOCK	(3)	01/04/2013		Р	15.427	(4)	(4)	STOCK	15.427
510011								510011	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Kamin John R. ONE MAIN ST EVANSVILLE, IN 47708			CHIEF INFORMATION OFFICER				
Signatures							

Signatures

JEFFREY L KNIGHT, EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL, AS 10/15/2012 ATTORNEY-IN-FACT

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) Shares held with a broker.
- (2) Old National Bancorp Employee Stock Purchase Plan
- Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof. (3)

**Signature of Reporting Person

Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person (4) becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

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.

Date