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White Linda I Form 4	Elaine								
January 10, 20	013								
FORM	4 UNITED S	STATES SE	CURITIES A Washington			IGE CO	MMISSION	OMB AP OMB Number:	PROVAL 3235-0287
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	5. 5. Filed pur s nue. Section 17(a	suant to Sectaria) of the Publ	HANGES IN SECUR	BENEFI RITIES e Securiti ding Com	CIAL es Ex pany	change A Act of 19		Expires: Estimated av burden hours response	0
(Print or Type R	esponses)								
1. Name and Ac White Linda	ldress of Reporting I Elaine	Syn OL	Issuer Name and nbol .D NATIONA NB]] Is	Relationship of F suer (Check	Reporting Perso all applicable)	
(Last) ONE MAIN		(Mo	Date of Earliest Tr onth/Day/Year) /17/2012	ransaction			X Director Officer (give ti low)		Owner (specify
	(Street)		f Amendment, Da cd(Month/Day/Year	-		A	Individual or Join pplicable Line) K_ Form filed by On		
EVANSVILI	LE, IN 47708					_	Form filed by Mo		
(City)	(State)	(Zip)	Table I - Non-I	Derivative S	ecurit	ies Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)		Code Year) (Instr. 8)	onor Dispos (Instr. 3, 4	ed of (5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	12/17/2012			36.638		\$ 11.9278	4,892.339	D	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Reporting Owners

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Number	of	6. Date Exer	cisable and	7. Title and Am	nount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Trans	actio	nDerivative		Expiration D	ate	Underlying Sec	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					Disposed of					
	Security					(Instr. 3, 4,	and				
						5)					
								Date	Expiration	Title	Amour Numbe
				Code	V	(A)	(D)	Exercisable	Date		Shares
PHANTOM STOCK	\$ 11.84 (1)	12/17/2012		J	V	149.279		(2)	(2)	COMMON STOCK	149.2 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
White Linda Elaine							
ONE MAIN ST	Х						
EVANSVILLE, IN 47708							
Signatures							

Deletionshir

Signature

JEFFREY L KNIGHT, EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL, AS 01/10/2013 ATTORNEY-IN-FACT

> **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) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person (2) becoming disabled. The reporting person may transfer her 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.