OLD NATIONAL BANCORP /IN/

Form 4 June 11, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per

response...

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

obligations

may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

LAMBERT PHELPS L

1. Name and Address of Reporting Person *

			•	OLD NATIONAL BANCORP /IN/ [ONB]		(Check all applicable)		
(Last) (First) (Middle) ONE MAIN ST (Street)			3. Date of (Month/D) 06/07/20	•			10% Owner Other (specify	
		4. If Amo	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			
	EVANSVIL	LE, IN 47708		Form filed by More than One Report Person		ne Reporting		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquir						uired, 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)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	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)	
	STOCK				124,429.322	D		
	COMMON STOCK				11,764.652	I	SPOUSE - CAROL M LAMBERT	
	COMMON STOCK				19,810.784	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 3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and Amount of 5. Number Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Acquired (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of Code V (A) (D) Shares **PHANTOM** 1,309 \$ 1,309 **COMMON** (3) (3) 06/07/2013 Α 1,309 **STOCK** (5) **STOCK** (5)

Reporting Owners

Signatures

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

**Signature of Reporting Person Date

Reporting Owners 2

06/11/2013

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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.