

Knight Jeffrey L  
 Form 4  
 July 12, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Knight Jeffrey L

2. Issuer Name and Ticker or Trading Symbol  
 OLD NATIONAL BANCORP /IN/ [ONB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 330 LARGO COURT  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/09/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EXECUTIVE VP-GENERAL COUNSEL

EVANSVILLE, IN 47712

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
COMMON STOCK					1,612.8	D	
COMMON STOCK	06/15/2005		J	V 1.031 A \$ 21.1271	115.673	D <sup>(1)</sup>	
COMMON STOCK	06/15/2005		J	V 50.89 A \$ 21.1271	6,076.849	I	ONB ESOP
COMMON STOCK					9,495	D	
COMMON STOCK	06/09/2005		L	V 0.248 A \$ 20.1293	46.272	I	CUSTODIAN FOR ABIGAIL

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COMMON STOCK	06/15/2005	J	V	0.414	A	\$ 21.1271	46.686	I	KNIGHT, DAUGHTER CUSTODIAN FOR ABIGAIL KNIGHT, DAUGHTER
COMMON STOCK	06/23/2005	L	V	0.231	A	\$ 21.5999	46.917	I	CUSTODIAN FOR ABIGAIL KNIGHT, DAUGHTER
COMMON STOCK	06/09/2005	L	V	0.248	A	\$ 20.1293	39.353	I	CUSTODIAN FOR CAROLINE KNIGHT, DAUGHTER
COMMON STOCK	06/15/2005	J	V	0.352	A	\$ 21.1271	39.705	I	CUSTODIAN FOR CAROLINE KNIGHT, DAUGHTER
COMMON STOCK	06/23/2005	L	V	0.231	A	\$ 21.5999	39.936	I	CUSTODIAN FOR CAROLINE KNIGHT, DAUGHTER
COMMON STOCK	06/09/2005	L	V	0.248	A	\$ 20.1293	47.435	I	CUSTODIAN FOR KATHRYN KNIGHT, DAUGHTER
COMMON STOCK	06/15/2005	J	V	0.425	A	\$ 21.1271	47.86	I	CUSTODIAN FOR KATHRYN KNIGHT, DAUGHTER
COMMON STOCK	06/23/2005	L	V	0.231	A	\$ 21.5999	48.091	I	CUSTODIAN FOR KATHRYN KNIGHT, DAUGHTER
COMMON STOCK	06/09/2005	L	V	0.248	A	\$ 20.1293	44.646	I	CUSTODIAN FOR MARGARET KNIGHT,

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COMMON STOCK	06/15/2005	J	V	0.399	A	\$ 21.1271	45.045	I	DAUGHTER CUSTODIAN FOR MARGARET KNIGHT, DAUGHTER
COMMON STOCK	06/23/2005	L	V	0.231	A	\$ 21.5999	45.276	I	CUSTODIAN FOR MARGARET KNIGHT, DAUGHTER

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	Amount or Number of Shares
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 <sup>(2)</sup> 06/27/2011	COMMON STOCK	11,1
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 <sup>(3)</sup> 06/27/2011	COMMON STOCK	6,9
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 <sup>(4)</sup> 01/22/2012	COMMON STOCK	12,9
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 <sup>(5)</sup> 01/31/2013	COMMON STOCK	17,6
	\$ 20.43					12/31/2004 <sup>(6)</sup> 02/02/2014		1,9

EMPLOYEE  
STOCK  
OPTION

COMMON  
STOCK

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712			EXECUTIVE VP-GENERAL COUNSEL	

## Signatures

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

07/12/2005

\_\_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 - JEFFREY L AND ERIN E KNIGHT
- (2) Vests in 4 equal annual installments beginning on 2/1/2002. Subject to accelerated vesting in certain circumstances.
- (3) Immediately exercisable.
- (4) Vests in 4 equal annual installments beginning on 1/22/2003. Subject to accelerated vesting in certain circumstances.
- (5) Vests in 4 equal annual installments beginning on 1/31/2004. Subject to accelerated vesting in certain circumstances.
- (6) Vests 100% on December 31, 2004.

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.