OLD NATIONAL BANCORP /IN/

Form 4 July 05, 2007

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Knight Jeffrey L | | ng Person <u>*</u> | 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) 330 LARGO | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/05/2007 | Director 10% OwnerX_ Officer (give title Other (specify below) EVP-CHIEF LEGAL OFFICER | | |
| (Street) | | | 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 | | |
| EVANSVILLE, IN 47712 | | | | Form filed by More than One Reporting Person | | |

| (City) | (State) (Z | Zip) Table | e I - No | n-D | erivative s | Secur | ities Acquir | ed, Disposed of, | or Beneficial | ly Owned |
|--------------------------------------|---|---|----------------|------|--------------------------|------------------------------|---------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr | . 8) | onor Dispo (Instr. 3, | sed of 4 and (A) or | 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 | | | Code | V | Amount | (D) | Price | 2,157.8 | D | |
| COMMON STOCK | 06/15/2007 | | J | V | 1.547 | A | \$ 17.6617 | 125.769 | D | |
| COMMON STOCK | | | | | | | | 7,348 (3) | I | ONB KSOP |
| COMMON STOCK | | | | | | | | 22,934 | D | |
| COMMON STOCK | 06/05/2007 | | L | V | 0.281 | A | \$ 17.7881 | 62.528 | I | CUSTODIAN FOR ABIGAIL R |

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| | | | | | | | | KNIGHT, DAUGHTER |
|-----------------|------------|---|---------|---|---------------|--------|---|---|
| COMMON STOCK | 06/15/2007 | J | V 0.775 | A | \$ 17.6617 | 63.303 | I | CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER |
| COMMON STOCK | 06/20/2007 | L | V 0.283 | A | \$ 17.6921 | 63.586 | I | CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER |
| COMMON STOCK | 06/05/2007 | L | V 0.281 | A | \$ 17.7881 | 55.03 | I | CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER |
| COMMON STOCK | 06/15/2007 | J | V 0.682 | A | \$ 17.6617 | 55.712 | I | CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER |
| COMMON STOCK | 06/20/2007 | L | V 0.283 | A | \$ 17.6921 | 55.995 | I | CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER |
| COMMON STOCK | 06/05/2007 | L | V 0.281 | A | \$ 17.7881 | 63.787 | I | CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER |
| COMMON STOCK | 06/15/2007 | J | V 0.791 | A | \$ 17.6617 | 64.578 | I | CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER |
| COMMON STOCK | 06/05/2007 | L | V 0.283 | A | \$ 17.6921 | 64.861 | I | CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER |
| COMMON STOCK | 06/05/2007 | L | V 0.281 | A | \$ 17.7881 | 60.766 | I | CUSTODIAN FOR MARGARET R KNIGHT, |

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| | | | | | | | | | DAUGHTER |
|-----------------|------------|---|---|-------|---|---------------|--------|---|---|
| COMMON STOCK | 06/15/2007 | J | V | 0.754 | A | \$ 17.6617 | 61.52 | I | CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER |
| COMMON STOCK | 06/20/2007 | L | V | 0.283 | A | \$ 17.6921 | 61.803 | I | CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER |

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 required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Title and An Underlying Sec (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|---|------------------|--------------------|---|---------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Sh |
| EMPLOYEE STOCK OPTION | \$ 21.7 | | | | | 02/01/2002(4) | 06/27/2011 | COMMON STOCK | 11,1 |
| EMPLOYEE STOCK OPTION | \$ 21.7 | | | | | 06/27/2001(4) | 06/27/2011 | COMMON STOCK | 6,9 |
| EMPLOYEE STOCK OPTION | \$ 20.59 | | | | | 01/22/2003(4) | 01/22/2012 | COMMON STOCK | 12,9 |
| EMPLOYEE STOCK OPTION | \$ 20.68 | | | | | 01/31/2004(4) | 01/31/2013 | COMMON STOCK | 17,6 |
| | \$ 20.43 | | | | | 12/31/2004(4) | 02/02/2014 | | 1,9 |

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| EMPLOYEE STOCK OPTION | | | | COMMON STOCK | |
|-----------------------------|----------|---------------|------------|-----------------|------|
| EMPLOYEE STOCK OPTION | \$ 21.65 | 02/01/2007(2) | 02/24/2016 | COMMON STOCK | 12,8 |
| EMPLOYEE STOCK OPTION | \$ 18.43 | 01/25/2008(1) | 01/25/2017 | COMMON STOCK | 16,5 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712

EVP-CHIEF LEGAL OFFICER

Signatures

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

07/05/2007

**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) Option vests in one-third annual installments beginning on 1/25/2008.
- (2) Option vests in one-third annual installments beginning on 2/1/2007.
- (3) KSOP balance updated based upon current data.
- (4) Immediately exercisable.

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.

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