Kamin John R. Form 4/A February 05, 2013

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Kamin John R.			Symbol OLD NATIONAL BANCORP /IN/ [ONB]					(Check all applicable)			
(Last) (First) (Middle) ONE MAIN ST			3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013					Director 10% Owner X Officer (give title Other (specify below) below) CHIEF INFORMATION OFFICER			
(Street) EVANSVILLE, IN 47708			4. If Amendment, Date Original Filed(Month/Day/Year) 01/28/2013					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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								ly Owned			
1.Title of Security (Instr. 3)	any		eemed tion Date, if h/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired ior(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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				Couc v	rinount	(D)	THEC	4,160.556 <u>(1)</u>	D		
COMMON STOCK	01/24/2013			A	15,001	A	\$ 12.86	30,193	D		
COMMON STOCK								545.082	D		
COMMON STOCK								607.209	D (2)		

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owne	d
(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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. H Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	3
PHANTOM STOCK	\$ 12.87 ₍₃₎					<u>(4)</u>	<u>(4)</u>	COMMON STOCK	14.575	

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Director

Other

Kamin John R. ONE MAIN ST **EVANSVILLE, IN 47708**

CHIEF INFORMATION OFFICER

Signatures

JEFFREY L KNIGHT, EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL, AS ATTORNEY-IN-FACT

02/05/2013

**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) Shares held with a broker.
- (2) Old National Bancorp Employee Stock Purchase Plan
- (3) 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 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.

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