OLD NATIONAL BANCORP /IN/
Form 4
January 06, 2016

FORM 4

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

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

OMB APPROVAL

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wolking Christopher A

(Last) (First) (Middle)

ONE MAIN ST

(Street)

EVANSVILLE, IN 47708

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2016

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SEVP - CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	12/15/2015		J	V	2	A	$ 13.831	99,258 (1)	D	
COMMON STOCK								535	I	GAIL S WOLKING - SPOUSE
COMMON STOCK								2,733	D (6)	
COMMON STOCK								7,858	I (2)	ONB KSOP
COMMON STOCK								1,600	D (7)	

COMMON STOCK	09/30/2015		L	V	45	A	$ 13.2335	1,060	D (3)	
COMMON STOCK	12/15/2015		J	V	9	A	$ 13.831	1,069	D (3)	
COMMON STOCK	12/31/2015		L	V	47	A	$ 12.882	1,116	D (3)	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
EMPLOYEE STOCK OPTION	$ 21.65							02/01/2007	02/24/2016	COMMON STOCK	15,50
EMPLOYEE STOCK OPTION	$ 18.43							01/25/2008	01/25/2017	COMMON STOCK	19,60
EMPLOYEE STOCK OPTION	$ 15.29							02/01/2009	01/24/2018	COMMON STOCK	25,00
EMPLOYEE STOCK OPTION	$ 13.31							02/01/2010	01/29/2019	COMMON STOCK	15,00
PHANTOM STOCK	$ 13.8 (5)	12/15/2015		J	V	43		(4)	(4)	COMMON STOCK	43 (5
PHANTOM STOCK	$ 13.14 (5)	01/04/2016		P		5		(4)	(4)	COMMON STOCK	5 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolking Christopher A ONE MAIN ST EVANSVILLE, IN 47708			SEVP - CFO	

Signatures

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT 01/06/2016

**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) Includes 42,000 restricted stock units, 9,167 restricted stock shares and 48,091 shares of common stock. Fractional amounts have been rounded to the nearest whole number.

(2) KSOP balance updated based upon current data.

(3) Old National Bancorp Employee Stock Purchase Plan.

(4) 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.

(5) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

(6) Shares held with a broker.

(7) Shares held with ONB Investments

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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