

Knight Jeffrey L
 Form 4
 November 08, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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).

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)
 10/06/2004

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 CORP SECRETARY-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 | | | | (A) or (D) | Price | | |
| COMMON STOCK | | | | | 3,436 | D | |
| COMMON STOCK | | | | | 107.414 | D ⁽¹⁾ | |
| COMMON STOCK | | | | | 4,825.918 | I | ONB ESOP |
| COMMON STOCK | 10/06/2004 | | L V | 0.39 A \$ | 39.904 25.6717 | I | CUSTODIAN FOR ABIGAIL R KNIGHT, |

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| | | | | | | | | | |
|--------------|------------|---|---|------|---|------------|--------|---|--|
| COMMON STOCK | 10/06/2004 | L | V | 0.39 | A | \$ 25.6717 | 33.421 | I | DAUGHTER CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER |
| COMMON STOCK | 10/06/2004 | L | V | 0.39 | A | \$ 25.6717 | 40.994 | I | DAUGHTER CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER |
| COMMON STOCK | 10/06/2004 | L | V | 0.39 | A | \$ 25.6717 | 38.38 | I | DAUGHTER 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| EMPLOYEE STOCK OPTION | \$ 22.79 | | | | | Date Exercisable: 02/01/2002 ⁽²⁾ Expiration Date: 06/27/2011 | COMMON STOCK 10,6 |
| EMPLOYEE STOCK OPTION | \$ 22.79 | | | | | Date Exercisable: 06/27/2001 ⁽³⁾ Expiration Date: 06/27/2011 | COMMON STOCK 6,5 |
| EMPLOYEE STOCK | \$ 21.62 | | | | | Date Exercisable: 01/22/2003 ⁽⁴⁾ Expiration Date: 01/22/2012 | COMMON STOCK 12,3 |

OPTION

EMPLOYEE

STOCK \$ 21.71

01/31/2004⁽⁵⁾ 01/31/2013

COMMON STOCK

16,8

OPTION

EMPLOYEE

STOCK \$ 21.45

12/31/2004⁽⁶⁾ 02/02/2014

COMMON STOCK

1,9

OPTION

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------------------------|-----------|--------------------------------|------------|
| | Director | 10% Owner | Officer | Other |
| Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712 | | | CORP SECRETARY-GENERAL COUNSEL | |
| | | | | 11/08/2004 |
| | **Signature of Reporting Person | | | Date |

Signatures

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

11/08/2004

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.