

Wolking Christopher A
 Form 4
 February 25, 2013

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Wolking Christopher A

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)
 ONE MAIN ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2013

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

EVANSVILLE, IN 47708
 (City) (State) (Zip)

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

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 (D) Price			
COMMON STOCK					222,296	D ⁽¹⁾	
COMMON STOCK	02/01/2013		D	V 2,500 D \$ 0	67,358.75	D	
COMMON STOCK	02/01/2013		D	V 3,000 D \$ 0	64,358.75	D	
COMMON STOCK	02/01/2013		D	V 1,500 D \$ 0	62,858.75	D	
COMMON STOCK					7,316.044	I ⁽³⁾	ONB KSOP

Edgar Filing: Wolking Christopher A - Form 4

COMMON STOCK						2,933.917	D <u>(2)</u>	
COMMON STOCK						507.248	D <u>(4)</u>	
COMMON STOCK						535	I	GAIL S WOLKING - SPOUSE
COMMON STOCK	02/01/2013		F V	1,573 A	\$ 13.59	20,833.18	D <u>(8)</u>	
COMMON STOCK	02/01/2013		F V	1,888 A	\$ 13.59	22,721.18	D <u>(8)</u>	
COMMON STOCK	02/01/2013		F V	1,028 A	\$ 13.59	23,749.18	D <u>(8)</u>	
COMMON STOCK	02/20/2013		G V	1,000 D	\$ 0	22,749.18	D	

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.

SEC 1474
(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	\$ 20.43					Date Exercisable: 12/31/2004 ⁽⁵⁾ Expiration Date: 02/02/2014	COMMON STOCK 2,1
EMPLOYEE STOCK OPTION	\$ 21.65					Date Exercisable: 02/01/2007 ⁽⁵⁾ Expiration Date: 02/24/2016	COMMON STOCK 15,5
EMPLOYEE STOCK	\$ 18.43					Date Exercisable: 01/25/2008 ⁽⁵⁾ Expiration Date: 01/25/2017	COMMON STOCK 19,6

OPTION					
EMPLOYEE					
STOCK	\$ 15.29	02/01/2009 ⁽⁵⁾	01/24/2018	COMMON STOCK	25,0
OPTION					
EMPLOYEE					
STOCK	\$ 13.31	02/01/2010 ⁽⁵⁾	01/29/2019	COMMON STOCK	15,0
OPTION					
PHANTOM	\$ 12.02			COMMON STOCK	2.6
STOCK	<u>(7)</u>	<u>(6)</u>	<u>(6)</u>	STOCK	

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

02/25/2013

 **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) Registered as joint tenants - Christopher & Gail Wolking
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Old National Bancorp Employee Stock Purchase Plan.
- (5) Immediately exercisable.
- (6) 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.
- (7) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (8) Vesting of one-third service based restricted stock net of applicable withholding taxes.

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.