

HINTON MICHAEL R

Form 4

November 08, 2004

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HINTON MICHAEL R

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)
10900 BROWNING RD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2004

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
PRESIDENT & COO

EVANSVILLE, IN 47711

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
____ 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		
			Code	V	Amount		
COMMON STOCK	10/06/2004		L	V	3.895	A	\$ 25.6717
					774.855	I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER
COMMON STOCK					23,383.057	I	ONB ESOP
COMMON STOCK					2,041.838	I	SPOUSE - DEBRA D

COMMON STOCK	8,597.295	I	HINTON SPOUSE - DEBRA D HINTON
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
EMPLOYEE STOCK OPTION	\$ 22.7967							02/01/2002 ⁽¹⁾	06/27/2011	COMMON STOCK	81,
EMPLOYEE STOCK OPTION	\$ 22.7967							06/27/2001 ⁽²⁾	06/27/2011	COMMON STOCK	15,
EMPLOYEE STOCK OPTION	\$ 21.6145							01/22/2003 ⁽³⁾	01/22/2012	COMMON STOCK	91,
EMPLOYEE STOCK OPTION	\$ 21.7143							01/31/2004 ⁽⁴⁾	01/31/2013	COMMON STOCK	136
EMPLOYEE STOCK OPTION	\$ 21.45							12/31/2004 ⁽⁵⁾	02/02/2014	COMMON STOCK	15,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HINTON MICHAEL R
10900 BROWNING RD
EVANSVILLE, IN 47711

PRESIDENT & COO

Signatures

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

11/08/2004

__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) Vests in 4 equal annual installments beginning on 2/1/2002. Subject to accelerated vesting in certain circumstances.
- (2) Immediately exercisable.
- (3) Vests in 4 equal annual installments beginning on 1/22/2003. Subject to accelerated vesting in certain circumstances.
- (4) Vests in 4 equal annual installments beginning on 1/31/2004. Subject to accelerated vesting in certain circumstances.
- (5) 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.
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