

Knight Jeffrey L
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

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(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

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

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
CORP SECRETARY-GENERAL
COUNSEL

(Street)
EVANSVILLE, IN 47712

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)	3,436	D	
COMMON STOCK				(A) or (D)	107.414	D ⁽¹⁾	
COMMON STOCK				(A) or (D)	4,825.918	I	ONB ESOP
COMMON STOCK	10/06/2004		L V 0.39 A	\$ 25.6717	39.904	I	CUSTODIAN FOR ABIGAIL R KNIGHT,

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.

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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			Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
EMPLOYEE STOCK OPTION	\$ 22.79					02/01/2002 ⁽²⁾ 06/27/2011	COMMON STOCK 10,6
EMPLOYEE STOCK OPTION	\$ 22.79					06/27/2001 ⁽³⁾ 06/27/2011	COMMON STOCK 6,5
EMPLOYEE STOCK	\$ 21.62					01/22/2003 ⁽⁴⁾ 01/22/2012	COMMON STOCK 12,3

OPTION

EMPLOYEE

STOCK \$ 21.71

OPTION

01/31/2004⁽⁵⁾ 01/31/2013COMMON
STOCK

16,8

EMPLOYEE

STOCK \$ 21.45

OPTION

12/31/2004⁽⁶⁾ 02/02/2014COMMON
STOCK

1,9

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	
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) 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.
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