

HINTON MICHAEL R

Form 4

January 31, 2005

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
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(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)
01/06/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SENIOR EXEC VICE PRES & 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)	
			Code	V	Amount	(A) or (D)	Price	
COMMON STOCK	01/26/2005		J	V	548.588	A	\$ 22.73	11,520.349 D
COMMON STOCK	01/26/2005		J	V	750	A	\$ 22.73	15,750 D
COMMON STOCK	01/27/2005		A		12,500	A	\$ 22.25	28,250 D
COMMON STOCK	01/06/2005		L	V	4.063	A	\$ 24.611	792.469 I

CUSTODIAN
FOR
TAYLOR
HINTON,
DAUGHTER

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COMMON STOCK	01/25/2005	L	V	2.233	A	\$ 22.3947	794.702	I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER
COMMON STOCK	01/26/2005	J	V	39.42	A	\$ 22.73	834.122	I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER
COMMON STOCK	01/26/2005	J	V	1,160.567	A	\$ 22.73	24,695.314	I	ONB ESOP
COMMON STOCK	01/26/2005	J	V	102.841	A	\$ 22.73	2,159.658	I	SPOUSE - DEBRA D HINTON
COMMON STOCK	01/26/2005	J	V	429.865	A	\$ 22.73	9,027.16	I	SPOUSE - DEBRA D HINTON

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 of Underlying Securities (Instr. 3 and 4)
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 ⁽¹⁾	06/27/2011	COMMON STOCK	86,000
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 ⁽²⁾	06/27/2011	COMMON STOCK	15,000
	\$ 20.59					01/22/2003 ⁽³⁾	01/22/2012		96,000

EMPLOYEE
STOCK
OPTIONCOMMON
STOCKEMPLOYEE
STOCK
OPTION

\$ 20.68

01/31/2004⁽⁴⁾ 01/31/2013COMMON
STOCK

143

EMPLOYEE
STOCK
OPTION

\$ 20.43

12/31/2004⁽⁵⁾ 02/02/2014COMMON
STOCK

15,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HINTON MICHAEL R 10900 BROWNING RD EVANSVILLE, IN 47711			SENIOR EXEC VICE PRES & COO	

Signatures

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS
ATTORNEY-IN-FACT

01/31/2005

__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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