

HINTON MICHAEL R

Form 4

September 13, 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)
08/25/2005

____ 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)
COMMON STOCK				(A) or (D)	11,729.352	D	
COMMON STOCK				(A) or (D)	28,250	D	
COMMON STOCK	08/25/2005		L V	2.251 A \$ 22.2171	882.935	I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER
COMMON STOCK					26,024.989	I	ONB ESOP

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COMMON STOCK	2,198.84	I	SPOUSE - DEBRA D HINTON
COMMON STOCK	9,027.16	I	SPOUSE - DEBRA D HINTON

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	\$ 21.7			Code	V (A) (D)	Date Exercisable 02/01/2002 ⁽¹⁾ Expiration Date 06/27/2011	COMMON STOCK 86,
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 ⁽²⁾ 06/27/2011	COMMON STOCK 15,
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 ⁽³⁾ 01/22/2012	COMMON STOCK 96,
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 ⁽⁴⁾ 01/31/2013	COMMON STOCK 143
EMPLOYEE STOCK OPTION	\$ 20.43					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	SENIOR EXEC VICE PRES & COO

Signatures

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

09/13/2005

____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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