

OLD NATIONAL BANCORP /IN/

Form 4

October 11, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(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)

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

09/09/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EXECUTIVE VP-GENERAL COUNSEL

330 LARGO COURT

(Street)

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

EVANSVILLE, IN 47712

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| COMMON<br>STOCK                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                        | Price                                                                                                              | 1,612.8                                                                 | D                                                              |
| COMMON<br>STOCK                       | 09/15/2005                              |                                                             | J                                    | V 1.109                                                                 | A \$<br>21.7789                                                                                                    | 116.682                                                                 | D <sup>(1)</sup>                                               |
| COMMON<br>STOCK                       | 09/15/2005                              |                                                             | J                                    | V 62.279                                                                | A \$<br>21.7789                                                                                                    | 6,139.128                                                               | I ONB ESOP                                                     |
| COMMON<br>STOCK                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 9,495                                                                   | D                                                              |
| COMMON<br>STOCK                       | 09/09/2005                              |                                                             | L                                    | V 0.226                                                                 | A \$<br>22.1353                                                                                                    | 48.045                                                                  | I CUSTODIAN<br>FOR<br>ABIGAIL R                                |

|              |            |   |   |       |   |            |        |   |                                                                             |
|--------------|------------|---|---|-------|---|------------|--------|---|-----------------------------------------------------------------------------|
| COMMON STOCK | 09/15/2005 | J | V | 0.417 | A | \$ 21.7789 | 48.462 | I | KNIGHT,<br>DAUGHTER<br>CUSTODIAN<br>FOR<br>ABIGAIL R<br>KNIGHT,<br>DAUGHTER |
| COMMON STOCK | 09/23/2005 | J | V | 0.226 | A | \$ 22.0925 | 48.688 | I | CUSTODIAN<br>FOR<br>ABIGAIL R<br>KNIGHT,<br>DAUGHTER                        |
| COMMON STOCK | 09/09/2005 | L | V | 0.226 | A | \$ 22.1353 | 41.064 | I | CUSTODIAN<br>FOR<br>CAROLINE E<br>KNIGHT,<br>DAUGHTER                       |
| COMMON STOCK | 09/15/2005 | J | V | 0.356 | A | \$ 21.7789 | 41.42  | I | CUSTODIAN<br>FOR<br>CAROLINE E<br>KNIGHT,<br>DAUGHTER                       |
| COMMON STOCK | 09/23/2005 | J | V | 0.226 | A | \$ 22.0925 | 41.646 | I | CUSTODIAN<br>FOR<br>CAROLINE E<br>KNIGHT,<br>DAUGHTER                       |
| COMMON STOCK | 09/09/2005 | L | V | 0.226 | A | \$ 22.1353 | 49.219 | I | CUSTODIAN<br>FOR<br>KATHRYN R<br>KNIGHT,<br>DAUGHTER                        |
| COMMON STOCK | 09/15/2005 | J | V | 0.427 | A | \$ 21.7789 | 49.646 | I | CUSTODIAN<br>FOR<br>KATHRYN R<br>KNIGHT,<br>DAUGHTER                        |
| COMMON STOCK | 09/23/2005 | J | V | 0.226 | A | \$ 22.0925 | 49.872 | I | CUSTODIAN<br>FOR<br>KATHRYN R<br>KNIGHT,<br>DAUGHTER                        |
| COMMON STOCK | 09/09/2005 | L | V | 0.226 | A | \$ 22.1353 | 46.404 | I | CUSTODIAN<br>FOR<br>MARGARET<br>R KNIGHT,                                   |

|              |            |   |   |       |   |            |        |   |                                                    |
|--------------|------------|---|---|-------|---|------------|--------|---|----------------------------------------------------|
| COMMON STOCK | 09/15/2005 | J | V | 0.403 | A | \$ 21.7789 | 46.807 | I | DAUGHTER CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER |
| COMMON STOCK | 09/23/2005 | J | V | 0.226 | A | \$ 22.0925 | 47.033 | I | DAUGHTER CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER |

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                      | \$ 21.7                                                |                                      |                                                    | Code V                         | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| EMPLOYEE STOCK OPTION                      | \$ 21.7                                                |                                      |                                                    |                                |                                                                                         | 02/01/2002 <sup>(2)</sup> 06/27/2011                     | COMMON STOCK 11,1                                             |
| EMPLOYEE STOCK OPTION                      | \$ 21.7                                                |                                      |                                                    |                                |                                                                                         | 06/27/2001 <sup>(3)</sup> 06/27/2011                     | COMMON STOCK 6,9                                              |
| EMPLOYEE STOCK OPTION                      | \$ 20.59                                               |                                      |                                                    |                                |                                                                                         | 01/22/2003 <sup>(4)</sup> 01/22/2012                     | COMMON STOCK 12,9                                             |
| EMPLOYEE STOCK OPTION                      | \$ 20.68                                               |                                      |                                                    |                                |                                                                                         | 01/31/2004 <sup>(5)</sup> 01/31/2013                     | COMMON STOCK 17,6                                             |
|                                            | \$ 20.43                                               |                                      |                                                    |                                |                                                                                         | 12/31/2004 <sup>(6)</sup> 02/02/2014                     | 1,9                                                           |

EMPLOYEE  
STOCK  
OPTION

COMMON  
STOCK

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                                    |       |
|-------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
|                                                             | Director      | 10% Owner | Officer                            | Other |
| Knight Jeffrey L<br>330 LARGO COURT<br>EVANSVILLE, IN 47712 |               |           | EXECUTIVE<br>VP-GENERAL<br>COUNSEL |       |

## Signatures

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

05/09/2005

\_\_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) 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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