

OLD NATIONAL BANCORP /IN/
Form 4
January 08, 2007

FORM 4

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

OMB APPROVAL

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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

(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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EXECUTIVE VP-GENERAL COUNSEL

EVANSVILLE, IN 47712
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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					1,612.8	D	
COMMON STOCK	12/15/2006		J	V 1.333 A \$ 19.1292	122.721	D	
COMMON STOCK	12/15/2006		J	V 2.927 A \$ 19.05	6,536.66	I	ONB ESOP
COMMON STOCK					17,295	D	
COMMON STOCK	12/07/2006		L	V 0.262 A \$ 19.0485	57.909	I	CUSTODIAN FOR ABIGAIL R

COMMON STOCK	12/15/2006	J	V	0.633	A	\$ 19.1292	58.542	I	KNIGHT, DAUGHTER CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER
COMMON STOCK	12/26/2006	L	V	0.263	A	\$ 19.0098	58.805	I	CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER
COMMON STOCK	12/07/2006	L	V	0.262	A	\$ 19.0485	50.582	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	12/15/2006	J	V	0.553	A	\$ 19.1292	51.135	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	12/26/2006	L	V	0.263	A	\$ 19.0098	51.398	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	12/07/2006	L	V	0.262	A	\$ 19.0485	59.14	I	CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER
COMMON STOCK	12/15/2006	J	V	0.646	A	\$ 19.1292	59.786	D	
COMMON STOCK	12/26/2006	L	V	0.263	A	\$ 19.0098	60.049	I	CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER
COMMON STOCK	12/07/2006	L	V	0.262	A	\$ 19.0485	56.187	I	CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER
COMMON STOCK	12/15/2006	J	V	0.614	A	\$ 19.1292	56.801	I	CUSTODIAN FOR

COMMON STOCK	12/26/2006	L V 0.263 A	\$ 19.0098	57.064	I	MARGARET R KNIGHT, DAUGHTER CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER
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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.

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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 06/27/2011	COMMON STOCK	11,183
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 06/27/2011	COMMON STOCK	6,900
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 01/22/2012	COMMON STOCK	12,963
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 01/31/2013	COMMON STOCK	17,640
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004 02/02/2014	COMMON STOCK	1,995
	\$ 21.65					02/01/2007 02/24/2016		12,800

EMPLOYEE
STOCK
OPTION

COMMON
STOCK

Reporting Owners

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

Signatures

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

01/08/2007

__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).

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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