

HINTON MICHAEL R  
 Form 4  
 December 03, 2002

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 194

OMB APPROVAL  
 OMB Number: 3235-0287  
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1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Tickler or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)											
Hinton, Michael R.			Old National Bancorp ONB			<table border="1"> <tr> <td></td> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">Executive Vice President Evansville Regional Executive</td> </tr> </table>				Director	10% Owner	X	Officer (give title below)	Other (specify below)	Executive Vice President Evansville Regional Executive		
	Director	10% Owner															
X	Officer (give title below)	Other (specify below)															
Executive Vice President Evansville Regional Executive																	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)										
	10900 Browning Road				November 2002												
(Street)					5. If Amendment, Date of Original (Month//Day/Year)		X Form filed by One Reporting Person										
Evansville, IN 47711							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)			2A. Transaction Date (Month/Day/Year), if		3. Transaction Code (Instr. 8)		4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially		6. Ownership Form: Direct (D)		7. Nature of Beneficial Ownership				

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	Day (Month/Day/Year)	Code (Month/Day/Year)	V	Amount	(A) or (D)	Price	Owned or Following Reported Transaction(s)	Indirect (Instr. 4) or (Instr. 3 and 4)	(Instr. 4)	
Common stock						9,544.164	D			
Common stock	11/07/02	L	V	4.176	A	23.9458	11			
Common stock						18,452.723	I2			
Common stock						977.891	I3			
Common stock						803.000	I4			
Common stock						7,798.500				
D Michael R Hinton										
I1 Michael Hinton CF Taylor Hinton										
I2 ONB Emp Savings and Profit Sharing Plan										
I3 Debra D Hinton spouse										
I4 Debra D Hinton spouse broker held										
I5 Debra D Hinton spouse										
Table II ` Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
<b>FORM 4 (continued)</b>										
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Code (Instr. 8)	4. Transaction Date, if any (Month/Day/Year)	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)	8. Price or Settlement Rate (Instr. 3 and 5)	9. Number of Securities Owned or Reported Following Transaction(s)	10. Ownership of Derivative Security (Instr. 4)

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		Date/Year)		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 4)	Indirect (Instr. 4)
		Code	V								
Employee Stock Option	\$25.13	6/27/01	A	V		(1)	6/27/2011	common stock	74,340		
Right to Buy					74,340				N/A		Direct (D)
Employee Stock Option	\$25.13	6/27/01	A	V		(2)	6/27/2011	common stock	13,746		
Right to Buy					13,746				N/A		Direct (D)
Employee Stock Option	\$23.83	1/22/02	A	V		(3)	1/22/2012	common stock	83,000		
Right to Buy					83,000				N/A		Direct (D)

Explanation of Responses:

(1) The Option vests in 4 equal installments beginning on February 1, 2002.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.

(2) The Option is Immediately Exercisable.

(3) The Option vests in 4 equal installments beginning on January 22, 2003.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.

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		**Signature of Reporting Person	Date	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

*	If the form is filed by more than one reporting person, <i>see</i> 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, <i>see</i> Instruction 6 for procedure.

Last Update: 09/05/2002