

HINTON MICHAEL R
 Form 4
 May 01, 2003

FORM 4

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

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 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).

(Print or Type Responses)

0

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker 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><input type="checkbox"/></td> <td>Director</td> <td><input type="checkbox"/></td> <td>10% Owner</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td>Officer (give title below)</td> <td colspan="2">Other (specify below)</td> </tr> </table>			<input type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner	<input checked="" type="checkbox"/>	Officer (give title below)	Other (specify below)	
<input type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner													
<input checked="" type="checkbox"/>	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					April 4, 2003											
(Street)					5. If Amendment, Date of Original (Month//Day/Year)		<input checked="" type="checkbox"/> Form filed by One Reporting Person									
Evansville, IN 47711							<input type="checkbox"/> 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		2B. Transaction Code (Instr. 8)		3. Transaction Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially		6. Ownership Form (D)		7. Nature of Indirect Beneficial Ownership			

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	Day (Month/Day/Year)	Code (Instr. 4)	V	Amount	(A) or (D)	Price	Owned or Reported Transaction(s) (Instr. 3 and 4)	Indirect (Instr. 4)
Common stock						9,403.673	D	
Common stock	04/04/03	L	V	4.642	A	21.5465	11	
Common stock						20,435.795	12	
Common stock						1,043.804	13	
Common stock						843.000	14	
Common stock						8,187.900		
D Michael R Hinton								
11 Michael Hinton CF Taylor Hinton								
12 ONB Emp Savings and Profit Sharing Plan								
13 Debra D Hinton spouse								
14 Debra D Hinton spouse broker held								
15 Debra D Hinton spouse								

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

FORM 4 (continued)		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)	4. Transaction Code (Instr. 4)	5. Number of Derivative Securities Acquired or Disposed of (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 of Derivative Security (Instr. 3 and 5)	9. Number of Derivative Securities Owned or Reported Following Transaction(s) (Instr. 3 and 5)	10. Ownership of Derivative Security (Instr. 4)

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		Date/Year)		(A)	(D)	Date Expiration Exercisable Date	Title	Amount or Number of Shares	(Instr. 4)	Indirect (Instr. 4)	
		Code	V								
Employee Stock Option	\$23.9365	6/27/01	A	V	(1)	6/27/2011	comm stock	78,057	N/A	78,057	Direct (D)
Right to Buy											
Employee Stock Option	\$23.9365	6/27/01	A	V	(2)	6/27/2011	comm stock	14,433	N/A	14,433	Direct (D)
Right to Buy											
Employee Stock Option	\$22.6952	1/22/02	A	V	(3)	1/22/2012	comm stock	87,150	N/A	87,150	Direct (D)
Right to Buy											
Employee Stock Option	\$22.8000	1/31/03	A	V	(4)	1/31/2013	comm stock	130,000	N/A	130,000	Direct (D)
Right to Buy											

Explanation of Responses:

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

(4) The Option vests in 4 equal annual installments beginning on January 31, 2004.* (*) Subject to Accelerated Vesting in Certain Circumstances.

		**Signature of Reporting Person		Date	

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

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|----|---|
| * | 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, *see* Instruction 6 for procedure.

Last Update: 09/05/2002