

HINTON MICHAEL R  
 Form 4  
 December 03, 2002

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

OMB  
 APPROVAL  
 OMB Number:  
 3235-0287  
 Expires: January  
 31, 2005

Estimated average  
 burden  
 hours per  
 response...0.5

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 <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				

Edgar Filing: HINTON MICHAEL R - Form 4

Day (Month/Day/Year)	Code (Instr. 4)	V	Amount	(A) or (D)	Price	Owned or Reported Transaction(s)	Indirect (Instr. 4)	
					9,544.164	D		
11/07/02	L	V	4.176	A	23.9458	68.658	I1	
					18,452.723		I2	
					977.891		I3	
					803.000		I4	
					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								
<b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> (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)	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. Ownership of Derivative Security (Instr. 4)

Edgar Filing: HINTON MICHAEL R - Form 4

		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.

--	--	--	--	--

		**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, *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.

Last Update: 09/05/2002