

Knight Jeffrey L
Form 4
December 01, 2004

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
Expires: January 31,
2005
Estimated average
burden hours per
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)

11/04/2004

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

CORP SECRETARY-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 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				(A) or (D)	3,436	D	
COMMON STOCK				(A) or (D)	107.414	D ⁽¹⁾	
COMMON STOCK				(A) or (D)	4,825.918	I	ONB ESOP
COMMON STOCK	11/04/2004		L V	0.404 A \$ 24.7263	40.308	I	CUSTODIAN FOR ABIGAIL R KNIGHT,

COMMON STOCK	11/04/2004		L	V	0.404	A	\$ 24.7263	33.825	I	DAUGHTER CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	11/04/2004		L	V	0.404	A	\$ 24.7263	41.398	I	DAUGHTER CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER
COMMON STOCK	11/04/2004		L	V	0.404	A	\$ 24.7263	38.784	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	\$ 22.79					02/01/2002 ⁽²⁾ 06/27/2011	COMMON STOCK 10,6
EMPLOYEE STOCK OPTION	\$ 22.79					06/27/2001 ⁽³⁾ 06/27/2011	COMMON STOCK 6,5
EMPLOYEE STOCK	\$ 21.62					01/22/2003 ⁽⁴⁾ 01/22/2012	COMMON STOCK 12,3

OPTION

EMPLOYEE

STOCK \$ 21.71

OPTION

01/31/2004⁽⁵⁾ 01/31/2013COMMON
STOCK 16,8

EMPLOYEE

STOCK \$ 21.45

OPTION

12/31/2004⁽⁶⁾ 02/02/2014COMMON
STOCK 1,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712			CORP SECRETARY-GENERAL COUNSEL	
JEFFREY L KNIGHT, SENIOR VICE PRESIDENT AND GENERAL COUNSEL, AS ATTORNEY-IN-FACT				12/01/2004
	**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.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.