

Knight Jeffrey L
Form 4
March 03, 2009

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)
02/02/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-CHIEF LEGAL OFFICER

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					136.451	D	
COMMON STOCK	02/02/2009		F	V 546 ⁽⁶⁾ A \$ 12.73	4,164.8	D	
COMMON STOCK	02/02/2009		F	V 587 ⁽⁶⁾ A \$ 12.73	4,751.8	D	
COMMON STOCK	02/02/2009		F	V 567 ⁽⁶⁾ A \$ 12.73	5,318.8	D	
COMMON STOCK					9,206.213 ⁽³⁾	I	ONB KSOP

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COMMON STOCK						21,134	D			
COMMON STOCK	02/05/2009		L	V	0.387	A	\$ 12.9255	81.582	I	CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER
COMMON STOCK	02/20/2009		L	V	0.433	A	\$ 11.5399	82.015	I	CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER
COMMON STOCK	02/05/2009		L	V	0.387	A	\$ 12.9255	73.347	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	02/20/2009		L	V	0.433	A	\$ 11.5399	73.78	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	02/05/2009		L	V	0.387	A	\$ 12.9255	79.648	I	CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER
COMMON STOCK	02/20/2009		L	V	0.433	A	\$ 11.5399	80.081	I	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.

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Code	V	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
EMPLOYEE STOCK OPTION					02/01/2002 ⁽⁴⁾	06/27/2011	COMMON STOCK	11,1
\$ 21.7								
EMPLOYEE STOCK OPTION					06/27/2001 ⁽⁴⁾	06/27/2011	COMMON STOCK	6,9
\$ 21.7								
EMPLOYEE STOCK OPTION					01/22/2003 ⁽⁴⁾	01/22/2012	COMMON STOCK	12,9
\$ 20.59								
EMPLOYEE STOCK OPTION					01/31/2004 ⁽⁴⁾	01/31/2013	COMMON STOCK	17,6
\$ 20.68								
EMPLOYEE STOCK OPTION					12/31/2004 ⁽⁴⁾	02/02/2014	COMMON STOCK	1,9
\$ 20.43								
EMPLOYEE STOCK OPTION					02/01/2007 ⁽⁴⁾	02/24/2016	COMMON STOCK	12,8
\$ 21.65								
EMPLOYEE STOCK OPTION					01/25/2008 ⁽¹⁾	01/25/2017	COMMON STOCK	16,5
\$ 18.43								
EMPLOYEE STOCK OPTION					02/01/2009 ⁽⁵⁾	01/24/2018	COMMON STOCK	19,7
\$ 15.29								
EMPLOYEE STOCK OPTION					02/01/2010 ⁽²⁾	01/29/2019	COMMON STOCK	11,0
\$ 13.31								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712			EVP-CHIEF LEGAL OFFICER	

Signatures

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

03/03/2009

__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) Option vests in one-third annual installments beginning on 1/25/2008.
- (2) Option vests in one-third annual installments beginning on 1/29/2010.
- (3) KSOP balance updated based upon current data.
- (4) Immediately exercisable.
- (5) Option vests in one-third annual installments beginning on 1/24/2009.
- (6) Vesting of one-third service based stock net of applicable withholding taxes.

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.