Wolking Christopher A Form 4 July 08, 2011

STOCK

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Wolking Christopher A Issuer Symbol OLD NATIONAL BANCORP /IN/ (Check all applicable) [ONB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) ONE MAIN ST 06/15/2011 SEVP - CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **EVANSVILLE, IN 47708** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Ownership (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price **COMMON** 06/15/2011 V 1.422 A 213.235 $D^{(1)}$ **STOCK** 10.4316 **COMMON** D 39,935.75 STOCK **COMMON** $I^{(3)}$ 7,039.086 ONB KSOP **STOCK COMMON** 2,733.917 $D^{(2)}$ **STOCK** COMMON

13,347.18

D

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COMMON STOCK	06/15/2011	J	V 0.754	A	\$ 10.4316	113.135	D (9)	
COMMON STOCK	06/30/2011	L	V 58.48	A	\$ 10.26	171.615	D	
COMMON STOCK						535	I	GAIL S WOLKING - SPOUSE

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year	Underlying Se		curities	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh	
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003(7)	01/22/2012	COMMON STOCK	19,7	
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004(7)	01/31/2013	COMMON STOCK	27,5	
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004(7)	02/02/2014	COMMON STOCK	2,1	
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007(7)	02/24/2016	COMMON STOCK	15,5	
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008(5)	01/25/2017	COMMON STOCK	19,0	
	\$ 15.29					02/01/2009(6)	01/24/2018		25,0	

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OPTION				STOCK	
EMPLOYEE STOCK OPTION	\$ 13.31	02/01/2010(4)	01/29/2019	COMMON STOCK	15,0
PHANTOM STOCK	\$ 10.81 (10)	(8)	(8)	COMMON STOCK	2.8

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wolking Christopher A

ONE MAIN ST SEVP - CFO

EVANSVILLE, IN 47708

Signatures

EMPLOYEE

STOCK

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

07/08/2011

**Signature of Reporting Person

Date

COMMON

STOCK

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 Christopher & Gail Wolking
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Option vests in one-third annual installments beginning on 1/29/2010.
- (5) Option vests in one-third annual installments beginning on 1/25/2008.
- (6) Option vests in one-third annual installments beginning on 1/24/2009.
- (7) Immediately exercisable.
- (8) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.
- (9) Old National Bancorp Employee Stock Purchase Plan.
- (10) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

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.

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