

RISINGER JAMES A
 Form 4
 January 07, 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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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)		
Risinger, James A.			Old National Bancorp ONB			<input checked="" type="checkbox"/>	Director	10% Owner
						<input checked="" type="checkbox"/>	Officer (give title below)	Other (specify below)
						Chairman President C Executive Officer		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year		
	411 Sandalwood Dr					December 16, 2002		
(Street)						5. If Amendment, Date of Original (Month//Day/Year)		
Evansville, IN 47715						<input checked="" type="checkbox"/>	Form filed by One Reporting Person	
(City) (State) (Zip)							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)			2A. Transaction Date	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D)	5. Amount of Securities	6. Ownership Form	7. Nature of Indirect

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	Date, if any Day/Year Year)			(Instr. 3, 4 and 5)			Beneficial Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. (Instr. 3 and 4)	Beneficial Owners (Instr. 4)
		Code (Month/Day/	V	Amount	(A) or (D)	Price			
Common stock	12/16/02	J	V	197.783	A	14 764.365	D		
	12/24/02	G	V	917.000	D				
Common stock						20,301.779	I1		
Common stock						653.000	D2		
Common stock						500.000	D3		
J Full Reinvestment 4Q2002 Cash Dividend									
D James A Risinger									
I1 ONB Emp Savings and Profit Sharing Plan									
D2 James A Risinger broker held									
D3 James A Risinger broker held									

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/Date/Year)	3A. Date, if any (Month/Date/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired 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)	8. Price Number of Derivative Securities Owned Following Reported Transaction(s) Indirect	9. Ownership Form (Instr. 4)	10. Beneficial Owner (Instr. 4)
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			Code	V	(A)	(D)	Date	Expiration	Title	Amount	(Inst)	(Instr.	
							Exercisable	Date		or	4)	4)	
										Number		(Instr.	
										of		4)	
										Shares		(Instr.	
Employee Stock Option Right to Buy	\$25.13	6/27/01	A	V	167,475	(1)	6/27/2011	6/27/2011	common stock	167,475	N/A	167,475	Direct (D)
Employee Stock Option Right to Buy	\$25.13	6/27/01	A	V	46,034	(2)	6/27/2011	6/27/2011	common stock	46,034	N/A	46,034	Direct (D)
Employee Stock Option Right to Buy	\$23.83	1/22/02	A	V	199,000	(3)	1/22/2012	1/22/2012	common stock	199,000	N/A	199,000	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