

Mounts Allen R  
Form 4  
March 09, 2011

**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 \*  
Mounts Allen R

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)  
ONE MAIN ST  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP - CHIEF ADMIN OFFICER

EVANSVILLE, IN 47708  
(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)		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 Ownership (Instr. 4)
				(A) or (D)	Amount			
COMMON STOCK	02/01/2011		D	V	6,000	\$ 0 33,580.25	D	
COMMON STOCK	02/01/2011		D	V	1,000	\$ 0 32,580.25	D	
COMMON STOCK	02/01/2011		D	V	1,367	\$ 0 31,213.25	D	
COMMON STOCK	02/01/2011		D	V	2,166	\$ 0 29,047.25	D	
COMMON STOCK						600	D <sup>(1)</sup>	

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COMMON STOCK						11,059.312	I <sup>(6)</sup>	ONB KSOP	
COMMON STOCK						852.952	D <sup>(7)</sup>		
COMMON STOCK	02/01/2011		F	V	654	A	\$ 11	11,505.523	D <sup>(8)</sup>
COMMON STOCK	02/01/2011		F	V	894	A	\$ 11	12,399.523	D <sup>(8)</sup>
COMMON STOCK	02/01/2011		F	V	1,417	A	\$ 11	13,816.523	D <sup>(8)</sup>

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	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)	Amount or Number of Shares
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 <sup>(2)</sup> 06/27/2011	COMMON STOCK	8,1
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 <sup>(2)</sup> 06/27/2011	COMMON STOCK	17,5
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 <sup>(2)</sup> 01/22/2012	COMMON STOCK	19,7
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 <sup>(2)</sup> 01/31/2013	COMMON STOCK	27,5
	\$ 20.43					12/31/2004 <sup>(2)</sup> 02/02/2014		2,1

EMPLOYEE STOCK OPTION				COMMON STOCK	
EMPLOYEE STOCK OPTION	\$ 21.65	02/01/2007 <sup>(2)</sup>	02/24/2016	COMMON STOCK	8,7
EMPLOYEE STOCK OPTION	\$ 18.43	01/25/2008 <sup>(3)</sup>	01/25/2017	COMMON STOCK	12,3
EMPLOYEE STOCK OPTION	\$ 15.29	02/01/2009 <sup>(4)</sup>	01/24/2018	COMMON STOCK	22,5
EMPLOYEE STOCK OPTION	\$ 13.31	02/01/2010 <sup>(5)</sup>	01/29/2019	COMMON STOCK	13,0

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mounts Allen R ONE MAIN ST EVANSVILLE, IN 47708			EVP - CHIEF ADMIN OFFICER	

### Signatures

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

03/09/2011

\_\_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) Shares held with a broker.
- (2) Immediately exercisable.
- (3) Option vests in one-third annual installments beginning on 1/25/2008.
- (4) Option vests in one-third annual installments beginning on 1/24/2009.
- (5) Option vests in one-third annual installments beginning on 1/29/2010.
- (6) KSOP balance updated based upon current data.
- (7) Old National Bancorp Employee Stock Purchase Plan.
- (8) Vesting of performance based restricted 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.