RISINGER JAMES A
Form 4
January 07, 2003

FORM 4

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)

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

OMB
APPROVAL
OMB Number:
3235-0287
Expires: January
31, 2005

Estimated average
burden
hours per
response...0.5

0

1. Name and Address of Reporting Person*	2. Issuer Name **and** Tickler or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all appli
Risinger, James A.	Old National Bancorp ONB	X Director 10% Owner
		X Officer (give title below) Other (speci below)
		Chairman President C Executive Officer

(Last) (First) (Middle) 411 Sandalwood Dr	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year **December 16, 2002**	7. Individual or Joint/Group (Check Applicable Line)
		5. If Amendment, Date of Original (Month//Day/Year)	X Form filed by One Rep Person
(Street) Evansville, IN 47715			Form filed by More th Reporting Person

(City) (State) (Zip)

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Ov

1. Title of Security (Instr. 3)	2. Transaction Date	2A. Deemed Execution	3. Transaction Code (Instr.8)	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form:	7. Nature of Indirect

1

	Date, if any (Month/Day/Year)		Code (Month/Day/Year)	V	Amount (Instr. 3, 4 and 5)	(A) or (D)	Price	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Beneficial Owners (Instr. 4)
Common stock	12/16/02		J	V	197.783	A	$24,764.365		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 Deriv-ative Security	3. Transaction Date (Month/Date/Year)	3A. Deemed Execution Date, if any (Month/Date/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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(D) (Instr. 4)	(Instr.
Employee Stock Option Right to Buy	$25.13	6/27/01	A	V	167,475		(1)	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	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	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, s*ee* Instruction 6 for procedure.

Last Update: 09/05/2002