

HUDGIONS ANNETTE W  
 Form 4  
 February 10, 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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 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).

(Print or Type Responses)

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1. Name and Address of Reporting Person*  <b>Hudgions, Annette W.</b>	2. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>Old National Bancorp ONB</b>		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Own			
(Last) (First) (Middle)  <b>800 S Main Street</b>	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year  <b>January 10, 2003</b>	<input checked="" type="checkbox"/> Officer (give title below)	Other (specify below)			
			<b>President and CEO Old National Service Division</b>				
(Street)  <b>Henderson, KY 42420</b>	(City) (State) (Zip)	5. If Amendment, Date of Original (Month//Day/Year)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	Form filed by More than O Reporting Person			
Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)	2. Transaction Date (Month/	2A. Deemed Execution Date, if any	3. Transaction Code (Instr.8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Direct (D)	7. Nature of Beneficial Ownership

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	Day/Year) (Month/Day/ Year)	(Month/Day/ Year)	V	Amount	(A) or (D)	Price	Following Reported Transaction(s)  (Instr. 3 and 4)	or (I) (Instr. 4)	Instr. 4
Common stock	01/27/03		J	V	219.365	A	4,606.665	D	
Common stock	01/10/03		L	V	2.107	A	23.7252	359.048	D1
	01/27/03		J	V	16.997	A			
Common stock							4,877.481	I2	
J Shrs recd pursuant to stock dividend on ONB common stock with a record date of 1/6/2003									
D Annette Hudgions									
D1 Annette W and John D Hudgions									
I2 ONB Emp Savings and Profit Sharing Plan									

FORM 4 (continued)		Table II ` Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conv)						
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 (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	

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						(Instr. 3, 4 and 5)		Date Exercisable	Expiration Date	Title	Amo or Num of Sha
						(A)	(D)				
Employee Stock Option Right to Buy	\$23.9363	6/27/01		A	V	29,106		(1)	6/27/2011	common stock	29,1
Employee Stock Option Right to Buy	\$22.6952	1/22/02		A	V	32,025		(2)	1/22/2012	common stock	32,0

Explanation of Responses:

- (1) The Option vests in 4 equal annual installments beginning on February 1, 2002.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.
- (2) The Option vests in 4 equal annual 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