

Knight Jeffrey L  
 Form 4  
 April 12, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Knight Jeffrey L

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)  
 330 LARGO COURT  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/10/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EXECUTIVE VP-GENERAL COUNSEL

EVANSVILLE, IN 47712

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

(City) (State) (Zip)

**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) (Instr. 3, 4 and 5)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK					1,612.8	D	
COMMON STOCK	03/15/2005		J	V 1.03 A \$ 20.9543	114.642	D <sup>(1)</sup>	
COMMON STOCK	03/15/2005		J	V 929.21 A \$ 20.9543	6,025.959	I	ONB ESOP
COMMON STOCK					9,495	D	
COMMON STOCK	03/10/2005		L	V 0.237 A \$ 21.0625	44.367	I	CUSTODIAN FOR ABIGAIL R

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COMMON STOCK	03/15/2005	J	V	0.4	A	\$ 20.9543	44.767	I	KNIGHT, DAUGHTER CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER
COMMON STOCK	03/24/2005	L	V	0.243	A	\$ 20.56	45.01	I	CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER
COMMON STOCK	03/10/2005	L	V	0.243	A	\$ 21.0625	37.51	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	03/15/2005	J	V	0.338	A	\$ 20.9543	37.848	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	03/24/2005	L	V	0.243	A	\$ 20.56	38.091	I	CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	03/10/2005	L	V	0.237	A	\$ 21.0625	45.52	I	CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER
COMMON STOCK	03/15/2005	J	V	0.41	A	\$ 20.9543	45.93	I	CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER
COMMON STOCK	03/24/2005	L	V	0.243	A	\$ 20.56	46.173	I	CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER
COMMON STOCK	03/10/2005	L	V	0.237	A	\$ 21.0625	42.755	I	CUSTODIAN FOR MARGARET R KNIGHT,

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COMMON STOCK	03/15/2005		J	V	0.386	A	\$ 20.9543	43.141	I	DAUGHTER CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER
COMMON STOCK	03/24/2005		L	V	0.243	A	\$ 20.56	43.384	I	CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER

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)

**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					02/01/2002 <sup>(2)</sup> 06/27/2011	COMMON STOCK	11,1
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 <sup>(3)</sup> 06/27/2011	COMMON STOCK	6,9
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 <sup>(4)</sup> 01/22/2012	COMMON STOCK	12,9
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 <sup>(5)</sup> 01/31/2013	COMMON STOCK	17,6
	\$ 20.43					12/31/2004 <sup>(6)</sup> 02/02/2014		1,9

EMPLOYEE  
STOCK  
OPTION

COMMON  
STOCK

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712			EXECUTIVE VP-GENERAL COUNSEL	

## Signatures

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

04/12/2005

\_\_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) REGISTERED AS JOINT TENANTS - JEFFREY L AND ERIN E KNIGHT
- (2) Vests in 4 equal annual installments beginning on 2/1/2002. Subject to accelerated vesting in certain circumstances.
- (3) Immediately exercisable.
- (4) Vests in 4 equal annual installments beginning on 1/22/2003. Subject to accelerated vesting in certain circumstances.
- (5) Vests in 4 equal annual installments beginning on 1/31/2004. Subject to accelerated vesting in certain circumstances.
- (6) Vests 100% on December 31, 2004.

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.