OLD NATIONAL BANCORP /IN/

COMMON 05/10/2005

STOCK

Form 4 June 02, 2005

Julie 02, 200.								
FORM	4	TATES SECUL	RITIES AND EXC	TIANCE CO	OMMICCION		PPROVAL	
	UNITEDS		shington, D.C. 205		JIMINII SSION	OMB Number:	3235-0287	
Check thi		V V CL.	311115ton, D.C. 200	- 			January 31,	
if no long subject to		ENT OF CHAN	GES IN BENEFI	CIAL OWN	ERSHIP OF	Expires:	2005	
Section 1			SECURITIES			Estimated a burden hour		
Form 4 or						response	0.5	
Form 5 obligation may continue of the second	s Section 17(a) of the Public U	6(a) of the Securition tility Holding Company exestment Company	pany Act of	1935 or Section			
(Print or Type R	desponses)							
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading					5. Relationship of Reporting Person(s) to			
Knight Jeffro	ey L	Symbol			Issuer			
		OLD N [ONB]	ATIONAL BANCO	ORP /IN/	(Check all applicable)			
(Last)	(First) (M		f Earliest Transaction		Director		Owner	
330 LARGO	COURT		/Day/Year)X_ Officer (give titlebelow) below			below)	r (specify	
330 LARGC	COURT	05/10/2	005		EXECUTIVE VF	P-GENERAL (COUNSEL	
	(Street)		endment, Date Original		6. Individual or Joi	nt/Group Filin	g(Check	
		Filed(Mor	nth/Day/Year)		Applicable Line) _X_ Form filed by Or	ne Reporting Pe	rson	
EVANSVIL	LE, IN 47712				Form filed by Mo			
(City)	(State)	Zip) Tabl	le I - Non-Derivative S	ecurities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deemed Execution Date, if	3. 4. Securit Transactionor Dispos	ies Acquired (A	A) 5. Amount of Securities	6.	7. Nature of Indirect Beneficial	
Security (Instr. 3)	(Month/Day/Year)	any	Code (Instr. 3, 4		Beneficially	*	Ownership	
,		(Month/Day/Year)	(Instr. 8)	,	Owned	Direct (D)	(Instr. 4)	
					Following Reported	or Indirect (I)		
				(A)	Transaction(s)	(Instr. 4)		
			Code V Amount	or (D) Price	(Instr. 3 and 4)			
COMMON				,	1 612 9	D		
STOCK					1,612.8	D		
COMMON					114640	D (1)		
STOCK					114.642	D (1)		
COMMON								
STOCK					6,025.959	I	ONB ESOP	
COMMON								
STOCK					9,495	D		

L V 0.257 A

\$

19.4411

CUSTODIAN

FOR ABIGAIL

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45.774

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CUSTOD FOR STATE OF THE PROPERTY OF THE PROPER	DIAN
COMMON STOCK 05/25/2005 J V 0.25 A \$ 20.0322 46.024 I ABIGAIL KNIGHT. DAUGHT	,
COMMON STOCK 05/10/2005 L V 0.257 A \$ 38.855 I CUSTOD FOR CAROLIN KNIGHT.	NE ',
COMMON STOCK 05/25/2005 L V 0.25 A \$ 39.105 I CAROLII KNIGHT. DAUGHT	NE ',
COMMON STOCK 05/10/2005 L V 0.257 A \$ 19.4411 46.937 I KATHRY KNIGHT	YN ',
COMMON STOCK 05/25/2005 L V 0.25 A \$ 20.0322 47.187 I KATHRY KNIGHT	YN ',
COMMON STOCK 05/10/2005 L V 0.257 A \$ 44.148 I MARGAI KNIGHT	RET
COMMON STOCK 05/25/2005 L V 0.25 A \$ 44.398 I MARGAI KNIGHT DAUGHT	RET

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)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002(2)	06/27/2011	COMMON STOCK	11,1
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001(3)	06/27/2011	COMMON STOCK	6,9
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003(4)	01/22/2012	COMMON STOCK	12,9
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004(5)	01/31/2013	COMMON STOCK	17,6
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004(6)	02/02/2014	COMMON STOCK	1,9

Reporting Owners

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

Signatures

OPTION

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

06/02/2005

**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

Reporting Owners 3

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- (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.