OLD NATIONAL BANCORP /IN/

Form 5

February 14, 2008

COMMON

STOCK

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OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer JONES ROBERT G Symbol OLD NATIONAL BANCORP /IN/ (Check all applicable) [ONB] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2007 PRESIDENT AND CEO 1100 SUWANNEE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) EVANSVILLE, ÂINÂ 47725 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Ownership Indirect Security (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or (D) Price Amount **COMMON** Â Â Â Â Â Â Â 59,890 $D^{(2)}$ **STOCK COMMON** Â Â Â Â Â 115,200 D **STOCK** COMMON Â Â Â Â Â Â Â 4,398.518 D **STOCK**

ONB

KSOP

 $I^{(5)}$

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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 2270 (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 (Instr. 8)	Disposed of (I	Derivative Expiration Date			7. Title a Underlyi (Instr. 3 :
					(A)	(D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION	\$ 23.99	Â	Â	Â	Â	Â	09/07/2005(1)	09/07/2014	COMM STOCE
EMPLOYEE STOCK OPTION	\$ 21.65	Â	Â	Â	Â	Â	02/01/2007(3)	02/24/2016	COMM STOCE
EMPLOYEE STOCK OPTION	\$ 18.43	Â	Â	Â	Â	Â	01/25/2008(4)	01/25/2017	COMM STOCE
EMPLOYEE STOCK OPTION	\$ 15.29	Â	Â	Â	Â	Â	02/01/2009(7)	01/24/2018	COMM STOCE
PHANTOM STOCK	Â	12/29/2006(10)	Â	A4 (10)	1,244.667	Â	(9)	(9)	COMM STOCK
PHANTOM STOCK	Â	12/31/2007(11)	Â	A4 (11)	3,559.731	Â	(9)	(9)	COMM STOCE

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
JONES ROBERT G 1100 SUWANNEE EVANSVILLE Â INÂ 47725	ÂX	Â	PRESIDENT AND CEO	Â		

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Signatures

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

02/14/2008

**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) Immediately exercisable.
- (2) Shares held with a broker.
- (3) Option vests in one-third annual installments beginning on 2/1/2007.
- (4) Option vests in one-third annual installments beginning on 1/25/2008.
- (5) KSOP balance updated based upon current data.
- (6) Shares held in Oltrust FBO Robert and Lisa Jones.
- (7) Option vests in one-third annual installments beginning on 1/24/2009.
- (8) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (9) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.
- The reporting person acquired 1,244.667 shares of phantom stock, the sum of which includes dividends thereon, under ONB's Executive (10) Deferred Compensation Plan during the fiscal year ended 12/29/06, at prices ranging from \$18.30 to \$21.90. However, due to an inadvertent administrative error, the reporting of these particular transactions was not timely filed.
- The reporting person acquired 3,559.731 shares of phantom stock, the sum of which includes dividends thereon, under ONB's Executive (11) Deferred Compensation Plan during the fiscal year ended 12/31/07, at prices ranging from \$14.09 to \$19.20. However, due to an inadvertent administrative error, the reporting of these particular transactions was not timely filed.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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