#### Edgar Filing: OLD NATIONAL BANCORP /IN/ - Form 4

OLD NATIONAL BANCORP /IN/ Form 4 November 05, 2015

COMMON

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STOCK

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November 05,	, 2015										
FORM	4								-	APPROVA	۹L
	UNITEDS	FATES SECUR Was	ITIES A hington,				IGE (	COMMISSION	OMB Number:	3235	-0287
Check this if no longe subject to	<b></b>	ENT OF CHAN	GES IN	B	ENEFIC	CIAL	LOW	NERSHIP OF	Expires:	Janua	ry 31, 2005
Section 16. SECURITIES Form 4 or						Estimated average burden hours per response		0.5			
Form 5 obligations may contir <i>See</i> Instruct 1(b).	Section 17(a)	ant to Section 16 of the Public Ut 30(h) of the Inv	ility Hol	dir	ng Comp	bany	Act of	f 1935 or Sectio	·		
(Print or Type Re	esponses)										
1. Name and Ad Wolking Chr	Symbol	OLD NATIONAL BANCORP /IN/					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Mid ST	Earliest Transaction ay/Year) )15					Director 10% Owner X Officer (give title Other (specify below) below) SEVP - CFO				
	(Street)	4. If Amer Filed(Mont			Original			6. Individual or J Applicable Line) _X_ Form filed by	One Reporting	g Person	
EVANSVILI	LE, IN 47708							Form filed by Person	More than One	Reporting	
(City)	(State) (Z	<sup>ip)</sup> Table	e I - Non-I	Der	rivative Se	ecurit	ies Acq	uired, Disposed o	of, or Benefic	cially Owne	d
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				)	SecuritiesOBeneficiallyFOwnedDFollowingorReported(ITransaction(s)(I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficial Ownershij (Instr. 4)	
COMMON					Amount	(D)	Price	(Instr. 3 and 4)	_		
STOCK	10/29/2015		G	V	595	A	\$0	99,756 <u>(1)</u>	D		
COMMON STOCK								535	I	GAIL S WOLKI	NG

- SPOUSE 2,733 D <u>(6)</u> 7,858 I <u>(2)</u> ONB KSOP 1,600 D <u>(7)</u>

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COMMON STOCK

1,015  $D^{(3)}$ 

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007	02/24/2016	COMMON STOCK	15,500
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008	01/25/2017	COMMON STOCK	19,600
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009	01/24/2018	COMMON STOCK	25,000
EMPLOYEE STOCK OPTION	\$ 13.31					02/01/2010	01/29/2019	COMMON STOCK	15,000
PHANTOM STOCK	\$ 14.17 (5)					<u>(4)</u>	<u>(4)</u>	COMMON STOCK	41

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Wolking Christopher A ONE MAIN ST			SEVP - CFO					

EVANSVILLE, IN 47708

### Signatures

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

\*\*Signature of Reporting Person

11/05/2015 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) Includes 42,000 restricted stock units, 9,167 restricted stock shares and 48,347 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (2) KSOP balance updated based upon current data.
- (3) Old National Bancorp Employee Stock Purchase Plan.
- (4) 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.
- (5) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (6) Shares held with a broker.
- (7) Shares held with ONB Investments

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.