

OLD NATIONAL BANCORP /IN/  
Form 4  
December 04, 2006

**FORM 4**

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

OMB 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).

**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 \*  
HUDGIONS ANNETTE W

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)  
800 S MAIN STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/08/2006

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
PRES AND CEO-ONB SERVICE DIV

HENDERSON, KY 42420

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)
COMMON STOCK					19,500	D	
COMMON STOCK					5,944.153	D	
COMMON STOCK	11/08/2006		L V	1.343 A	\$ 18.6096 566.983	D (3)	
COMMON STOCK	11/24/2006		L V	1.29 A	\$ 19.3789 568.273	D (3)	
COMMON STOCK					9,192.518	I	ONB ESOP

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

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(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)	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>(1)</sup> 06/27/2011	COMMON STOCK	32,0
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 <sup>(1)</sup> 01/22/2012	COMMON STOCK	35,3
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 <sup>(1)</sup> 01/31/2013	COMMON STOCK	44,1
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004 <sup>(1)</sup> 02/02/2014	COMMON STOCK	4,2
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007 <sup>(2)</sup> 02/24/2016	COMMON STOCK	12,8

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUDGIONS ANNETTE W 800 S MAIN STREET HENDERSON, KY 42420			PRES AND CEO-ONB SERVICE DIV	

## Signatures

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

12/04/2006

\_\_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) Option vests in one-third annual installments beginning on 2/1/2007.
- (3) Registered in Annette W and John D Hudgions Jt Ten

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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