

OLD NATIONAL BANCORP /IN/  
Form 8-K  
January 27, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

January 27, 2011

Old National Bancorp

(Exact name of registrant as specified in its charter)

Indiana

001-15817

35-1539838

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One Main Street, Evansville, Indiana

47708

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(812) 464-1294

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01 Regulation FD Disclosure.**

On January 27, 2011, Old National Bancorp (the "Company") issued a press release announcing the Company's Board of Directors declared a dividend of \$0.07 per common share, payable March 15, 2011.

The Company also announced that the Company's Board of Directors approved a share repurchase program (the "Program") authorizing the Company to repurchase up to 2.25 million shares of Old National Bancorp common stock through January 31, 2012. Subject to applicable securities laws, repurchases under the Program will be made at times and in amounts as the Company deems appropriate. Share repurchases under the Program may be made in the open market or in privately negotiated transactions. The Company is not obligated to purchase any shares under the Program and purchases can be discontinued at any time that the Company feels additional purchases are not warranted.

The press release issued by the Company announcing the dividend and the Stock Repurchase Program is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No. Description

99.1 Press Release dated January 27, 2011 issued by Old National Bancorp

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Old National Bancorp

*January 27, 2011*

By: *Jeffrey L. Knight*

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*Name: Jeffrey L. Knight*

*Title: Executive Vice President, Chief Legal Counsel and  
Corporate Secretary*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release dated January 27, 2011 issued by Old National Bancorp