

HINTON MICHAEL R
 Form 4
 January 07, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

STATEMENT OF CHANGES IN
 BENEFICIAL OWNERSHIP

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 194

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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).

(Print or Type Responses)

0

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)																				
Hinton, Michael R.			Old National Bancorp ONB			<table border="1"> <tr> <td></td> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> </table>				Director	10% Owner	X	Officer (give title below)	Other (specify below)												
	Director	10% Owner																								
X	Officer (give title below)	Other (specify below)																								
<table border="1"> <tr> <td>(Last)</td> <td>(First)</td> <td>(Middle)</td> </tr> <tr> <td colspan="3">10900 Browning Road</td> </tr> <tr> <td colspan="3">(Street)</td> </tr> <tr> <td colspan="3">Evansville, IN 47711</td> </tr> <tr> <td>(City)</td> <td>(State)</td> <td>(Zip)</td> </tr> </table>			(Last)	(First)	(Middle)	10900 Browning Road			(Street)			Evansville, IN 47711			(City)	(State)	(Zip)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year			7. Individual or Joint/Group Filing (Check Applicable Line)		
(Last)	(First)	(Middle)																								
10900 Browning Road																										
(Street)																										
Evansville, IN 47711																										
(City)	(State)	(Zip)																								
						December 6, 2002																				
			5. If Amendment, Date of Original (Month//Day/Year)			X Form filed by One Reporting Person			Form filed by More than One Reporting Person																	
			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																							
1. Title of Security (Instr. 3)			2A. Transaction Date (Month/Day/Year), if		2B. Transaction Code (Instr. 8)		3. Transaction Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially		7. Nature of Ownership: Indirect Beneficial Ownership															

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	Day (Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	Owned or Following Reported Transaction(s)	Indirect (Instr. 4)
Common stock	12/13/02	G	V	740.000	D	8878.238	D	
	12/16/02	J	V	74.074	A	NA		
Common stock	12/06/02	L	V	4.205	A	23.77937.277	I1	
	12/16/02	J	V	4.414	A	NA		
Common stock						18,719.526	I2	
Common stock	12/16/02	J	V	7.590	A	NA985.481	I3	
Common stock						803.000	I4	
Common stock						7,798.500		
J 4Q2002 Full Reinvestment Cash Dividend								
D Michael R Hinton								
I1 Michael Hinton CF Taylor Hinton								
I2 ONB Emp Savings and Profit Sharing Plan								
I3 Debra D Hinton spouse								
I4 Debra D Hinton spouse broker held								
I5 Debra D Hinton spouse								

FORM 4 (continued)		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/Year)	3A. Deemed Execution Date, if any (Month/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired or Disposed of (Instr. 3, 4)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned or Reported	10. Ownership of Derivative Security (Instr. 4)

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		Date/Year)		and 5)		Date	Expiration	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	Indirect (Instr. 4)
		Code	V	(A)	(D)						
Employee Stock Option	\$25.13	6/27/01	A	V		(1)	6/27/2011	common stock	74,340	N/A	Direct (D)
Right to Buy					74,340						
Employee Stock Option	\$25.13	6/27/01	A	V		(2)	6/27/2011	common stock	13,746	N/A	Direct (D)
Right to Buy					13,746						
Employee Stock Option	\$23.83	1/22/02	A	V		(3)	1/22/2012	common stock	83,000	N/A	Direct (D)
Right to Buy					83,000						

Explanation of Responses:

(1) The Option vests in 4 equal installments beginning on February 1, 2002.* (*) Subject to Accelerated Vesting in Certain Circumstances.

(2) The Option is Immediately Exercisable.

(3) The Option vests in 4 equal installments beginning on January 22, 2003.* (*) Subject to Accelerated Vesting in Certain Circumstances.

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		**Signature of Reporting Person	Date	

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

*	If the form is filed by more than one reporting person, <i>see</i> 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).

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

Last Update: 09/05/2002