

STANLEY KELLY N
Form 4
January 08, 2003

FORM 4

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)

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

OMB APPROVAL
OMB Number: 3235-0287
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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)					
Stanley, Kelly N.		Old National Bancorp ONB		<input checked="" type="checkbox"/> Director		10% Ow			
				Officer (give title below)		Other (specify below)			
(Last)	(First)	(Middle)	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)			
	123 E Adams Street			December 16, 2002					
(Street)			5. If Amendment, Date of Original (Month//Day/Year)	<input checked="" type="checkbox"/> Form filed by One Reporting Person		Form filed by More than One Reporting Person			
Muncie, IN 47305									
(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 Exemption 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	6.	7.
					Amount	(A) Price			
				V					

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	Day/Year					or (D)		Reported Transaction(s) (Instr. 3 and 4)	Indirect (Instr. 4)
Common stock	12/16/02		J	V	115.997	A	NA	15,061.856	D
Common stock	12/16/02		J	V	10.412	A	NA	1,353.052	D1
Common stock	12/16/02		J	V	1.389	A	NA	180.420	I2
J Full Reinvestment 4Q2002 Cash Dividend									
D Kelly N Stanley									
D1 Kelly N Stanley IRA broker held									
I2 Donna M Stanley IRA spouse broker held									

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibles)						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Date/ Year)	3A. Deemed Execution Date, if any (Month/ Date/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)	

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option Right to buy	\$11.5754	3/10/00		J(1)		5,787		Immed.	5/1/06	Common stock	5,787
Director Stock Option Right to buy	\$12.8712	3/10/00		J(1)		5,787		Immed.	5/1/07	Common stock	5,787
Director Stock Option Right to buy	\$19.8683	3/10/00		J(1)		5,787		Immed.	5/1/08	Common stock	5,787
Director Stock Option Right to buy	\$13.7782	3/10/00		J(1)		3,183		Immed.	5/1/09	Common stock	3,183

Explanation of Responses:

(1) Stock options received in connection with merger of ANB Corporation into Old National Bancorp in exchange for stock of

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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, *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).

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