

OLD NATIONAL BANCORP /IN/
Form 8-K
December 23, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): December 23, 2010**

OLD NATIONAL BANCORP

(Exact name of Registrant as specified in its charter)

Indiana

(State or other
jurisdiction of incorporation)

001-15817

(Commission File Number)

35-1539838

(IRS Employer Identification No.)

**One Main Street
Evansville, Indiana**

(Address of Principal Executive Offices)

47708

(Zip Code)

Registrant's telephone number, including area code: **(812) 464-1294**

(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 December 23, 2010, Old National Bancorp (Old National) and Monroe Bancorp (Monroe) jointly issued a press release announcing an adjustment to the exchange ratio in connection with Old National 's pending acquisition of Monroe.

A copy of the press release is filed as Exhibit 99.1 and incorporated herein by reference. Old National does not intend for this Item 7.01 or Exhibit 99.1 to be treated as filed for purposes of the Securities Exchange Act of 1934, as amended, or incorporated by reference into its filings under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release jointly issued by Old National and Monroe dated December 23, 2010

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SIGNATURE

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.

Date: December 23, 2010

OLD NATIONAL BANCORP

By: /s/ Jeffrey L. Knight
Jeffrey L. Knight
Executive Vice President, Chief Legal
Counsel and Corporate Secretary

Exhibit Index

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