

MELTON CHRISTOPHER L
 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

OMB
 APPROVAL
 OMB Number:
 3235-0287
 Expires: January
 31, 2005

Estimated average
 burden
 hours per
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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)

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1. Name and Address of Reporting Person* Melton, Christopher L.		2. Issuer Name and Ticker or Trading Symbol Old National Bancorp ONB			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <table border="1"> <tr> <td><input type="checkbox"/></td> <td>Director</td> <td><input type="checkbox"/></td> <td>10% Owner</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td>Officer (give title below)</td> <td><input type="checkbox"/></td> <td>Other (specify below)</td> </tr> </table> Executive Vice President			<input type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner	<input checked="" type="checkbox"/>	Officer (give title below)	<input type="checkbox"/>	Other (specify below)
<input type="checkbox"/>	Director	<input type="checkbox"/>	10% Owner												
<input checked="" type="checkbox"/>	Officer (give title below)	<input type="checkbox"/>	Other (specify below)												
(Last) (First) (Middle) 5999 Woodridge Trail	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year December 6, 2002		7. Individual or Joint/Group Filing (Check Applicable Line)										
(Street) Newburgh, IN 47630			5. If Amendment, Date of Original (Month//Day/Year)		<input checked="" type="checkbox"/>	Form filed by One Reporting Person									
(City) (State) (Zip)					<input type="checkbox"/>	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)	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	6. Ownership or	7. Nature of Beneficial Ownership						
				V	Amount	(A)	Price								

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	Day/Year					or (D)		Following Reported Transaction	Indirect (Instr. 4)
Common stock	12/06/02		L	V	21.027	A23	7793	430.663	D
	12/16/02		J	V	3.155	A	NA		
J Full Reinvestment 4Q2002 Cash Dividend									
D Christopher Melton Rev Trust									

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. Con- version or Exercise Price of Deriv-ative Security	3. Trans- action 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	

				and 5)		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V						
Employee Stock Option Right to Buy	\$25.13	6/27/01		A	V	49,875		(1)	6/27/2011	common stock	49,875
Employee Stock Option Right to Buy	\$23.83	1/22/02		A	V	57,500		(2)	1/22/2012	common stock	57,500

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

**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