Wolking Christopher A Form 4 January 30, 2012

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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 1940

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Wolking Christopher A			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			OLD NATIONAL BANCORP /IN/ [ONB]	(Check all applicable)			
(Last) (I	First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify			
ONE MAIN ST			01/26/2012	below) below) SEVP - CFO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
EVANSVILLE, I	IN 47708			Form filed by More than One Reporting Person			
	~	(7 :)					

EVANSVILLE, IN 47708							Person	Wore than One	Reporting	
	(City)	(State) (Z	Zip) Table	I - Non-De	rivative S	ecurit	ies Acq	quired, Disposed	of, or Benefic	ially Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	(A) o of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
	COMMON STOCK	01/26/2012		A	4,500	A	\$ 12	44,435.75	D	
	COMMON STOCK	01/26/2012		A	9,000	A	\$ 12	53,435.75	D	
	COMMON STOCK	01/26/2012		A	4,500	A	\$ 12	57,935.75	D	
	COMMON STOCK							216.028	D (1)	
	COMMON STOCK							7,125.077	I (3)	ONB KSOP

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COMMON STOCK	2,933.917	D (2)	
COMMON STOCK	13,347.18	D	
COMMON STOCK	535	I	GAIL S WOLKING - SPOUSE
COMMON STOCK	296.25 (9)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. DiNumber 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004(7)	01/31/2013	COMMON STOCK	27,5
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004(7)	02/02/2014	COMMON STOCK	2,1
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007(7)	02/24/2016	COMMON STOCK	15,5
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008(5)	01/25/2017	COMMON STOCK	19,6
EMPLOYEE STOCK	\$ 15.29					02/01/2009(6)	01/24/2018	COMMON STOCK	25,0

OPTION

EMPLOYEE

STOCK \$ 13.31 02/01/2010(4) 01/29/2019 COMMON STOCK 15,0

OPTION

PHANTOM \$ 12.44 STOCK $\stackrel{(8)}{=}$ $\stackrel{(8)}{=}$ $\stackrel{(8)}{=}$ COMMON STOCK

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wolking Christopher A

ONE MAIN ST SEVP - CFO

EVANSVILLE, IN 47708

Signatures

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT

01/30/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Registered as joint tenants Christopher & Gail Wolking
- (2) Shares held with a broker.
- (3) KSOP balance updated based upon current data.
- (4) Option vests in one-third annual installments beginning on 1/29/2010.
- (5) Option vests in one-third annual installments beginning on 1/25/2008.
- (6) Option vests in one-third annual installments beginning on 1/24/2009.
- (7) Immediately exercisable.
- (8) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.
- (9) Old National Bancorp Employee Stock Purchase Plan.
- (10) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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