Wolking Christopher A Form 4 January 10, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

Expires:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287 January 31,

2005

0.5

Estimated average

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

Wolking Christopher A

1. Name and Address of Reporting Person *

•		OLD NATIONAL BANCORP /IN/ [ONB]					/IN/	(Check all applicable)				
(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner Officer (give title Other (specify					
ONE MAIN ST 12/17/2)12				00	SEVP - CFO				
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				Aj	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
LE, IN 47708							Pe	_	e man one kep	orung		
(State)	(Zip)	Table	e I - No	n-D	erivative S	ecuri	ties Acquir	ed, Disposed of, o	r Beneficially	Owned		
	ar) Execution	on Date, if	Code (Instr.	. 8)	nor Dispos	ed 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)		
12/17/2012			J	V	1.665	A	\$ 11.9278	222.296	D (1)			
								49,858.75	D			
								7,316.488	I (3)	ONB KSOP		
								2,933.917	D (2)			
12/17/2012			G	V	20	D	\$ 0	19,260.18	D			
	(Street) LE, IN 47708 (State) 2. Transaction E (Month/Day/Ye)	(Street) LE, IN 47708 (State) (Zip) 2. Transaction Date (Month/Day/Year) Executi any (Month.) 12/17/2012	(First) (Middle) 3. Date of (Month/D 12/17/20 4. If Amer Filed(Montal State) (Zip) Table 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	[ONB] (First) (Middle) 3. Date of Earlies (Month/Day/Year) 12/17/2012 (Street) 4. If Amendment Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Execution Date, if Transany Code (Month/Day/Year) (Instr. Code 12/17/2012 (Street) 4. If Amendment Filed(Month/Day/Year) 3. Execution Date, if Transany Code (Month/Day/Year) (Instr. Code 12/17/2012	[ONB] (First) (Middle) 3. Date of Earliest Tra (Month/Day/Year) 12/17/2012 (Street) 4. If Amendment, Dat Filed(Month/Day/Year) LLE, IN 47708 (State) (Zip) Table I - Non-De 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8) Code V 12/17/2012 Code V	[ONB] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/17/2012 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) LLE, IN 47708 (State) (Zip) Table I - Non-Derivative S 2. Transaction Date (Month/Day/Year) Execution Date, if Transactiom Dispose any Code (Instr. 3, 4 (Month/Day/Year) (Instr. 8) Code V Amount 12/17/2012 J V 1.665	[ONB] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (ST 12/17/2012 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securit 2. Transaction Date 2A. Deemed 3. 4. Securities Ac (Month/Day/Year) Execution Date, if Transactionor Disposed of any Code (Instr. 3, 4 and 3) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) 12/17/2012 J V 1.665 A	[ONB] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) be (ST 12/17/2012 be (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Application of Filed (Month/Day/Year) Application of Filed (Mont	[ONB] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)	[ONB] (Check all applicable) (Geret) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) (A) Ormore (Instr. 3 and 4) (A) Ormore (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 5) D (A) (Instr. 6) (Instr. 6) (Instr. 6) (Instr. 7) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 9) (Instr. 9) (Instr. 1) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4)		

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COMMON STOCK			V 3.4				D (4)	
COMMON STOCK	12/31/2012	L	V 53.208	A	\$ 11.2765	507.248	D (4)	
COMMON STOCK						535	I	GAIL S WOLKING - SPOUSE

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

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

SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Am Underlying Sec (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(5)	01/31/2013	COMMON STOCK	27,5
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004(5)	02/02/2014	COMMON STOCK	2,1
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007(5)	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 OPTION	\$ 15.29					02/01/2009(5)	01/24/2018	COMMON STOCK	25,0
	\$ 13.31					02/01/2010(5)	01/29/2019		15,0

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EMPLOYEE COMMON STOCK STOCK OPTION

PHANTOM \$ 12.02 STOCK $\frac{(6)}{}$ 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

01/10/2013

2.0

**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) Old National Bancorp Employee Stock Purchase Plan.
- (5) Immediately exercisable.
- (6) 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.
- (7) 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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