OLD NATIONAL BANCORP /IN/

Form 4 April 06, 2016

FORM 4 LINE

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

COMMON

STOCK

02/26/2016

(Print or Type Responses)

1. Name and Address of Reporting Person ** Ryan James C III			2. Issuer Name and Ticker or Trading Symbol OLD NATIONAL BANCORP /IN/ [ONB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) ONE MAIN S	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2016	Director 10% Owner Other (specify below) below) EVP-DIR CORPORATE STRATEGY			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
EVANSVILLE, IN 47708				Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Amount (D) Price **COMMON ONB** $1,286^{(2)}$ Ι **STOCK KSOP COMMON** $D^{(5)}$ 2,000 STOCK **COMMON** 02/01/2016 V 2,999 69,740 D D **STOCK COMMON** 02/01/2016 V 1,905 71,645 D **STOCK**

V 11,251 D

60,394

D

D

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COMMON STOCK	03/15/2016	J	V	337	A	\$ 11.97	60,731 (1)	D
COMMON STOCK							2,430	D (4)
COMMON STOCK	03/15/2016	J	V	27	A	\$ 11.97	2,483	D
COMMON STOCK	03/31/2016	L	V	52	A	\$ 11.58	2,534	D (3)

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNu	mber	Expiration D	ate	Amou	unt of	Derivative
Security	or Exercise		any	Code	of		(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) Dei	rivative	e		Secur	rities	(Instr. 5)
	Derivative				Sec	urities			(Instr	. 3 and 4)	
	Security				Acc	quired					
					(A)	or					
					Dis	posed					
					of ((D)					
					(Ins	str. 3,					
					4, a	and 5)					
					,	ĺ					
										Amount	
							Date	Expiration		or	
							Exercisable	Date		Number	
							Z.icicibuoie			of	
				Code	V (A)	(D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ryan James C III ONE MAIN ST EVANSVILLE, IN 47708

EVP-DIR CORPORATE STRATEGY

Signatures

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

04/06/2016

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

**Signature of Reporting Person Date

Reporting Owners 2

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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) Includes 24,000 restricted stock units, 5,418 restricted stock shares and 31,313 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (2) KSOP balance updated based upon current data.
- (3) Old National Bancorp Employee Stock Purchase Plan.
- (4) Shares held in an IRA with a broker.
- (5) Shares held with a broker.

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.