

HINTON MICHAEL R
 Form 4
 December 03, 2002

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

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 APPROVAL
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Check this box if no
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 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* | | | 2. Issuer Name and Tickler or Trading Symbol | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | | | | |
| Hinton, Michael R. | | | Old National Bancorp ONB | | | <table border="1"> <tr> <td></td> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">Executive Vice President Evansville Regional Executive</td> </tr> </table> | | | | Director | 10% Owner | X | Officer (give title below) | Other (specify below) | Executive Vice President Evansville Regional Executive | | |
| | Director | 10% Owner | | | | | | | | | | | | | | | |
| X | Officer (give title below) | Other (specify below) | | | | | | | | | | | | | | | |
| Executive Vice President Evansville Regional Executive | | | | | | | | | | | | | | | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | | | | |
| 10900 Browning Road | | | | | November 2002 | | | | | | | | | | | | |
| (Street) | | | | | 5. If Amendment, Date of Original (Month//Day/Year) | | <table border="1"> <tr> <td>X</td> <td>Form filed by One Reporting Person</td> </tr> <tr> <td></td> <td>Form filed by More than One Reporting Person</td> </tr> </table> | | X | Form filed by One Reporting Person | | Form filed by More than One Reporting Person | | | | | |
| X | Form filed by One Reporting Person | | | | | | | | | | | | | | | | |
| | Form filed by More than One Reporting Person | | | | | | | | | | | | | | | | |
| Evansville, IN 47711 | | | Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) | | | 2A. Transaction Date (Month/Day/Year), if | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially | | 6. Ownership Form: Direct (D) | | 7. Nature of Beneficial Ownership | | | | |

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| | | Date/Year) | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 4) | Indirect (Instr. 4) |
|-----------------------|---------|------------|---|-----|--------|------------------|-----------------|--------------|----------------------------|------------|---------------------|
| | | Code | V | | | | | | | | |
| Employee Stock Option | \$25.13 | 6/27/01 | A | V | | (1) | 6/27/2011 | common stock | 74,340 | | |
| Right to Buy | | | | | 74,340 | | | | N/A | | Direct (D) |
| Employee Stock Option | \$25.13 | 6/27/01 | A | V | | (2) | 6/27/2011 | common stock | 13,746 | | |
| Right to Buy | | | | | 13,746 | | | | N/A | | Direct (D) |
| Employee Stock Option | \$23.83 | 1/22/02 | A | V | | (3) | 1/22/2012 | common stock | 83,000 | | |
| Right to Buy | | | | | 83,000 | | | | N/A | | Direct (D) |
| | | | | | | | | | | | |
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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 is Immediately Exercisable.

