

CLAYTON THOMAS F  
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

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

Estimated average  
burden  
hours per  
response...0.5

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)

0

|  |  |   |                                |  |   |                            |  |                                    |          |  |   |                            |                       |                          |  |  |
|--|--|---|--------------------------------|--|---|----------------------------|--|------------------------------------|----------|--|---|----------------------------|-----------------------|--------------------------|--|--|
| 1. Name and Address of Reporting Person* |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol  |                                |  | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |                            |  |                                    |          |  |   |                            |                       |                          |  |  |
| Clayton, Thomas F.                       |  | Old National Bancorp ONB                            |                                |  | <table border="1"> <tr> <td></td> <td>Director</td> <td>10% O</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</td> </tr> </table> |                            |  |                                    | Director | 10% O  | X | Officer (give title below) | Other (specify below) | Executive Vice President |  |  |
|  | Director   | 10% O   |                                |  |   |                            |  |                                    |          |  |   |                            |                       |                          |  |  |
| X  | Officer (give title below)   | Other (specify below)                               |                                |  |   |                            |  |                                    |          |  |   |                            |                       |                          |  |  |
| Executive Vice President                 |  |   |                                |  |   |                            |  |                                    |          |  |   |                            |                       |                          |  |  |
| (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)  |   |                            |  |                                    |          |  |   |                            |                       |                          |  |  |
| 8004 Washington Ave                      |  | November 2002                                       |                                | <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                                     |   |                                |  |   |                            |  |                                    |          |  |   |                            |                       |                          |  |  |
| (Street)                                 |  | 5. If Amendment, Date of Original (Month//Day/Year) |                                |  |   |                            |  |                                    |          |  |   |                            |                       |                          |  |  |
| Evansville, IN 47715                     |  |   |                                |  |   |                            |  |                                    |          |  |   |                            |                       |                          |  |  |
| (City) (State) (Zip)                     | 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 Exemption 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 Following Reported   | 6. Ownership or            | 7. Relationship to Issuer (Instr. 3)         |                                    |          |  |   |                            |                       |                          |  |  |
|  |  |   |                                | Amount (A) Price   |   | Direct (D) or Indirect (I) | Ownership or Beneficial Ownership (Instr. 3) |                                    |          |  |   |                            |                       |                          |  |  |

|  | Year)    |  |   |   |       | or<br>(D) | Transaction(s)<br>(Instr. 3<br>and 4) | (l)<br>(Instr.<br>4) |
|--|----------|--|---|---|-------|-----------|---------------------------------------|----------------------|
| Common stock                               |          |  |   |   |       |           | 1,260.157                             | D                    |
| Common stock                               |          |  |   |   |       |           | 1,031.109                             | I1                   |
| Common stock                               |          |  |   |   |       |           | 1,084.298                             | I2                   |
| Common stock                               |          |  |   |   |       |           | 10,090.150                            | I3                   |
| Common stock                               | 11/07/02 |  | L | V | 8.352 | A 23.9462 | 12,580.020                            | I4                   |
| D Thomas F Clayton                         |          |  |   |   |       |           |                                       |                      |
| I1 T F Clayton CF Laurel Jane Clayton      |          |  |   |   |       |           |                                       |                      |
| I2 T F Clayton CF Patricia Carter Clayton  |          |  |   |   |       |           |                                       |                      |
| I3 ONB Emp Savings and Profit Sharing Plan |          |  |   |   |       |           |                                       |                      |
| I4 Susan Clayton spouse                    |          |  |   |   |       |           |                                       |                      |

| FORM 4 (continued)                         |  | Table II - Derivative Securities Acquired, Disposed of<br>(e.g., puts, calls, warrants, options, conversion) |   |                                |  |  |   |  |
|--|--|--|---|--------------------------------|--|--|---|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction 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 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  |
|  |  |  |   |                                |  |  |   |  |

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|                                       |         |         |  | Code | V | (A)    | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---------------------------------------|---------|---------|--|------|---|--------|-----|------------------|-----------------|--------------|----------------------------|
| Employee Stock Option<br>Right to Buy | \$25.13 | 6/27/01 |  | A    | V | 74,340 |     | (1)              | 6/27/2011       | common stock | 74,340                     |
| Employee Stock Option<br>Right to Buy | \$25.13 | 6/27/01 |  | A    | V | 13,746 |     | (2)              | 6/27/2011       | common stock | 13,746                     |
| Employee Stock Option<br>Right to Buy | \$23.83 | 1/22/02 |  | A    | V | 83,000 |     | (3)              | 1/22/2012       | common stock | 83,000                     |
|                                       |         |         |  |      |   |        |     |                  |                 |              |                            |
|                                       |         |         |  |      |   |        |     |                  |                 |              |                            |
|                                       |         |         |  |      |   |        |     |                  |                 |              |                            |
|                                       |         |         |  |      |   |        |     |                  |                 |              |                            |
|                                       |         |         |  |      |   |        |     |                  |                 |              |                            |

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.

(3) 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