

HUDGIONS ANNETTE W  
 Form 4  
 April 07, 2003

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  
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 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 and Ticker or Trading Symbol                                      |  |                                   | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |                                |  |   |          |  |   |  |                       |   |  |  |
| Hudgions, Annette W.                            |                            |                       | Old National Bancorp ONB   |  |                                   | <table border="1"> <tr> <td></td> <td>Director</td> <td>10% Own</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">President and CEO Old National Service Division</td> </tr> </table> |                                |  |   | Director | 10% Own                                    | X | Officer (give title below)                     | Other (specify below) | President and CEO Old National Service Division |  |  |
|   | Director                   | 10% Own               |  |  |                                   |  |                                |  |   |          |  |   |  |                       |   |  |  |
| X   | Officer (give title below) | Other (specify below) |  |  |                                   |  |                                |  |   |          |  |   |  |                       |   |  |  |
| President and CEO Old National Service Division |                            |                       |  |  |                                   |  |                                |  |   |          |  |   |  |                       |   |  |  |
| (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)       |          |  |   |  |                       |   |  |  |
|   |                            |                       |  |  |                                   | March 6, 2003  |                                |  |   |          |  |   |  |                       |   |  |  |
| (Street)  |                            |                       | 5. If Amendment, Date of Original (Month//Day/Year)                              |  |                                   | X  |                                |  | Form filed by One Reporting Person                                |          |  |   |  |                       |   |  |  |
| Henderson, KY 42420                             |                            |                       |  |  |                                   |  |                                |  | 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 Security (Instr. 3)                 |                            |                       | 2. Transaction Date (Month/  |  | 2A. Deemed Execution Date, if any |  | 3. Transaction Code (Instr. 8) |  | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |          | 5. Amount of Securities Beneficially Owned |   | 6. Ownership Form (Direct (D) or Indirect (I)) |                       | 7. Nature of Beneficial Ownership               |  |  |

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|  | Day/Year)<br>(Month/Day/<br>Year) | (Month/Day/<br>Year) | V | Amount | (A)<br>or<br>(D) | Price   | Following<br>Reported<br>Transaction(s)<br><br>(Instr. 3<br>and 4) | or<br>(I)<br>(Instr.<br>4) | Indirect<br>(Instr. 4) |
|--|-----------------------------------|----------------------|---|--------|------------------|---------|--|----------------------------|------------------------|
| Common stock                               |                                   |                      |   |        |                  |         | 5,008.665  | D                          |                        |
| Common stock                               | 03/06/03                          |                      | L | 2.259  |                  | 22.1325 | 366.638  | D1                         |                        |
|  | 03/17/03                          |                      | J | 3.159  |                  | N/A     |  |                            |                        |
| Common stock                               |                                   |                      |   |        |                  |         | 5607.719   | I2                         |                        |
| J 1Q2003 Full Reinvestment Cash Dividend   |                                   |                      |   |        |                  |         |  |                            |                        |
| D Annette Hudgions                         |                                   |                      |   |        |                  |         |  |                            |                        |
| D1 Annette W and John D Hudgions           |                                   |                      |   |        |                  |         |  |                            |                        |
| I2 ONB Emp Savings and Profit Sharing Plan |                                   |                      |   |        |                  |         |  |                            |                        |

| FORM 4 (continued)                         |  | Table II ` Derivative Securities Acquired, Disposed<br>(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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  |
|  |  |   |  |                                |   |  |   |  |

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|  |           |         |  |      | 4<br>and 5) |        |     |                     |                    |                 |                               |  |
|--|-----------|---------|--|------|-------------|--------|-----|---------------------|--------------------|-----------------|-------------------------------|--|
|  |           |         |  | Code | V           | (A)    | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amo<br>or<br>Num<br>of<br>Sha |  |
| Employee<br>Stock Option<br>Right to Buy | \$23.9363 | 6/27/01 |  | A    | V           | 29,106 |     | (1)                 | 6/27/2011          | common<br>stock | 29,1                          |  |
| Employee<br>Stock Option<br>Right to Buy | \$22.6952 | 1/22/02 |  | A    | V           | 32,025 |     | (2)                 | 1/22/2012          | common<br>stock | 32,0                          |  |
| Employee<br>Stock Option<br>Right to Buy | \$22.8000 | 1/31/03 |  | A    | V           | 40,000 |     | (3)                 | 1/31/2013          | common<br>stock | 40,0                          |  |
|  |           |         |  |      |             |        |     |                     |                    |                 |                               |  |
|  |           |         |  |      |             |        |     |                     |                    |                 |                               |  |
|  |           |         |  |      |             |        |     |                     |                    |                 |                               |  |
|  |           |         |  |      |             |        |     |                     |                    |                 |                               |  |

Explanation of Responses:

- (1) The Option vests in 4 equal annual installments beginning on February 1, 2002.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.
- (2) The Option vests in 4 equal annual installments beginning on January 22, 2003.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.
- (3) The Option vests in 4 equal annual installments beginning on January 31, 2004.\* (\*) 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