

Wolking Christopher A  
 Form 4  
 January 31, 2011

**FORM 4**

**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 may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Wolking Christopher A

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) (First) (Middle)  
 ONE MAIN ST  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/27/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SEVP - CFO

EVANSVILLE, IN 47708  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Execution 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 Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK	01/27/2011		A	4,500 A \$ 11.5	35,501	D	
COMMON STOCK	01/27/2011		A	4,500 A \$ 11.5	40,001	D	
COMMON STOCK	01/27/2011		A	9,000 A \$ 11.5	49,001	D	
COMMON STOCK					210.44	D <sup>(1)</sup>	
COMMON STOCK					6,952.786	I <sup>(3)</sup>	ONB KSOP

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COMMON STOCK	2,733.917	D <sup>(2)</sup>	
COMMON STOCK	9,863.673	D	
COMMON STOCK	53.118	D <sup>(9)</sup>	
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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(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, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 <sup>(7)</sup> 06/27/2011	COMMON STOCK 5,4
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 <sup>(7)</sup> 06/27/2011	COMMON STOCK 17,5
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 <sup>(7)</sup> 01/22/2012	COMMON STOCK 19,7
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 <sup>(7)</sup> 01/31/2013	COMMON STOCK 27,5
EMPLOYEE STOCK	\$ 20.43					12/31/2004 <sup>(7)</sup> 02/02/2014	COMMON STOCK 2,1

OPTION					
EMPLOYEE STOCK OPTION	\$ 21.65	02/01/2007 <sup>(7)</sup>	02/24/2016	COMMON STOCK	15,5
EMPLOYEE STOCK OPTION	\$ 18.43	01/25/2008 <sup>(5)</sup>	01/25/2017	COMMON STOCK	19,0
EMPLOYEE STOCK OPTION	\$ 15.29	02/01/2009 <sup>(6)</sup>	01/24/2018	COMMON STOCK	25,0
EMPLOYEE STOCK OPTION	\$ 13.31	02/01/2010 <sup>(4)</sup>	01/29/2019	COMMON STOCK	15,0
PHANTOM STOCK	\$ 11.51	<u>(8)</u>	<u>(8)</u>	COMMON STOCK	2.5

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolking Christopher A ONE MAIN ST EVANSVILLE, IN 47708			SEVP - CFO	

## Signatures

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

01/31/2011

\_\_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) Option vests in one-third annual installments beginning on 1/29/2010.

(5) Option vests in one-third annual installments beginning on 1/25/2008.

(6) Option vests in one-third annual installments beginning on 1/24/2009.

(7) Immediately exercisable.

(8) 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.

(9) Old National Bancorp Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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