

OLD NATIONAL BANCORP /IN/
Form 4
March 27, 2017

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 *
Vanzo Kendra L

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

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
ASSOC ENGAGEMENT & INTEGRATION

(Street)
EVANSVILLE, IN 47708

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

(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 Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (A) or (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)
				(A) or (D)			
			Code	V Amount (D) Price			
COMMON STOCK	02/02/2017		D	V 1,708 D \$ 17.65	42,161	D	
COMMON STOCK	02/02/2017		F	V 1,082 A \$ 17.65	43,243	D	
COMMON STOCK	02/17/2017		D	V 4,500 D \$ 18.7	38,743	D	
COMMON STOCK	02/17/2017		F	V 888 A \$ 18.7	39,631	D	
COMMON STOCK	03/15/2017		J	V 139 A \$ 18.196	39,770	D <u>(1)</u>	

COMMON STOCK						2,131		D ⁽⁵⁾	
COMMON STOCK						5,047 ⁽³⁾		I	ONB KSOP
COMMON STOCK	03/15/2017		J	V	5	A	\$ 18.196	637	D ⁽⁴⁾

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.

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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)	8. Amount or Number of Shares
PHANTOM STOCK	\$ 17.9 ⁽²⁾	03/15/2017		J	V 20	⁽⁶⁾ ⁽⁶⁾	COMMON STOCK	20 ⁽²⁾
PHANTOM STOCK	\$ 16.7 ⁽²⁾	03/24/2017		P	31	⁽⁶⁾ ⁽⁶⁾	COMMON STOCK	31 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vanzo Kendra L ONE MAIN ST EVANSVILLE, IN 47708			ASSOC ENGAGEMENT & INTEGRATION	

Signatures

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

03/27/2017

__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) Includes 16,500 restricted stock units, 3,709 restricted stock shares and 19,561 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (2) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (3) KSOP Shares updated to include current balance.
- (4) Old National Bancorp Employee Stock Purchase Plan.
- (5) Shares held with a broker.
- (6) 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.

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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