

Rickard Candice J  
 Form 4  
 February 28, 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 \*  
 Rickard Candice J

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)  
 02/24/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 CHIEF RISK OFFICER-EVP

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| COMMON STOCK                    | 02/24/2011                           |  | A                              | V Amount Price<br>1,478.75 A \$ 11.53                             | 22,779.75 <sup>(6)</sup>  | D  |   |
| COMMON STOCK                    |                                      |  |                                |   | 3,886.154 <sup>(1)</sup>  | I  | ONB<br>KSOP   |
| COMMON STOCK                    |                                      |  |                                |   | 6,153.824   | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**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 Amount or Number of Shares                              |
| EMPLOYEE STOCK OPTION                      | \$ 20.59   |                                      |  |                                |   | 01/22/2003 <sup>(2)</sup> 01/22/2012                     | COMMON STOCK 3,5  |
| EMPLOYEE STOCK OPTION                      | \$ 20.68   |                                      |  |                                |   | 01/31/2004 <sup>(2)</sup> 01/31/2013                     | COMMON STOCK 8,2  |
| EMPLOYEE STOCK OPTION                      | \$ 20.43   |                                      |  |                                |   | 12/31/2004 <sup>(2)</sup> 02/02/2014                     | COMMON STOCK 1,0  |
| EMPLOYEE STOCK OPTION                      | \$ 18.43   |                                      |  |                                |   | 01/25/2008 <sup>(3)</sup> 01/25/2017                     | COMMON STOCK 12,3   |
| EMPLOYEE STOCK OPTION                      | \$ 15.29   |                                      |  |                                |   | 02/01/2009 <sup>(4)</sup> 01/24/2018                     | COMMON STOCK 12,0   |
| EMPLOYEE STOCK OPTION                      | \$ 13.31   |                                      |  |                                |   | 02/01/2010 <sup>(5)</sup> 01/29/2019                     | COMMON STOCK 7,0  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Rickard Candice J<br>ONE MAIN ST<br>EVANSVILLE, IN 47708 |               |           | CHIEF RISK OFFICER-EVP |       |

## Signatures

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

02/28/2011

\_\_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) KSOP balance updated based upon current data.

(2) Immediately exercisable.

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

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

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

(6) The original amount reported of 1,750 shares was increased based upon the final determination of the satisfaction of the performance factors described in the Old National Bancorp 2008 Incentive Compensation Plan Performance Share Award Agreement.

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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