

POELKER JOHN S
Form 4
February 10, 2003

FORM 4

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)

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 1940

OMB APPROVAL
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0

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)											
Poelker, John S.			Old National Bancorp ONB			<table border="1"> <tr> <td></td> <td>Director</td> <td>10% Owner</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 Chief Financial Officer</td> </tr> </table>				Director	10% Owner	X	Officer (give title below)	Other (specify below)	Executive Vice President Chief Financial Officer		
	Director	10% Owner															
X	Officer (give title below)	Other (specify below)															
Executive Vice President Chief Financial Officer																	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year											
2266 Highway 261						January 27, 2003											
(Street)						5. If Amendment, Date of Original (Month//Day/Year)											
Newburgh, IN 47630						X Form filed by One Reporting Person											
(City) (State) (Zip)						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 Election 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		6. Ownership or		7. Nature of Beneficial Ownership		
									Amount (A) Price								

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	Day/Year					or (D)	Reported Transaction(s) (Instr. 3 and 4)	Indirect (Instr. 4)	
Common stock	01/27/03		J	V	149.567	A	3,140.916	D	
Common stock	01/27/03		J	V	182.250	A	3,827.250	D1	
Common stock							1,362.391	I2	
J Shrs recd pursuant to stock dividend on ONB common stock with a record date of 1/6/2003									
D John Poelker									
D1 John Poelker broker held IRA Trust Dept									
I2 ONB Emp Savings and Profit Sharing Plan									

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversions)						
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 and 5)							Amo or Num of Shar
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		
Employee Stock Option Right to Buy	\$23.9365	6/27/01		A	V	78,057		(1)	6/27/2011	common stock		78,
Employee Stock Option Right to Buy	\$23.9365	6/27/01		A	V	15,591		(2)	6/27/2011	common stock		15,
Employee Stock Option Right to Buy	\$22.6952	1/22/02		A	V	87,150		(3)	1/22/2012	common stock		87,

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 is Immediately Exercisable.

(3) The Option vests in 4 equal annual 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