

OLD NATIONAL BANCORP /IN/  
Form 4  
May 24, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
DUNIGAN LARRY E

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)  
HOLIDAY MANAGEMENT COMPANY, 1202 WEST BUENA VISTA ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
05/23/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
EVANSVILLE, IN 47710

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 (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				(A) Amount or (D) Price	222,255	I	HELD IN HOLIDAY MANAGEMENT FOUNDATION
COMMON STOCK				(A) Amount or (D) Price	1,294.6	D <sup>(1)</sup>	
COMMON STOCK				(A) Amount or (D) Price	9,222	I	SPOUSE IS TRUSTEE <sup>(2)</sup>
COMMON STOCK				(A) Amount or (D) Price	1,500	I	SPOUSE IS

STOCK									TRUSTEE <sup>(6)</sup>
COMMON STOCK						10,036	I		SPOUSE IS TRUSTEE <sup>(3)</sup>
COMMON STOCK						2,480	I		SPOUSE IS TRUSTEE <sup>(4)</sup>
COMMON STOCK						1,500	I		SPOUSE IS TRUSTEE <sup>(7)</sup>
COMMON STOCK	05/23/2005		P	5,000	A	\$ 20.2498	71,344	D <sup>(5)</sup>	
COMMON STOCK	05/23/2005		P	8,000	A	\$ 20.15	79,344	D <sup>(5)</sup>	
COMMON STOCK	05/23/2005		P	15,000	A	\$ 20.25	94,344	D <sup>(5)</sup>	

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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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNIGAN LARRY E HOLIDAY MANAGEMENT COMPANY 1202 WEST BUENA VISTA ROAD EVANSVILLE, IN 47710	X			

## Signatures

JEFFREY L KNIGHT, SENIOR VICE PRESIDENT AND GENERAL COUNSEL, AS  
ATTORNEY-IN-FACT

05/24/2005

\_\_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 LARRY AND SHARON DUNIGAN JT TEN
- (2) HELD IN KEVIN DUNIGAN TRUST, SHARON DUNIGAN TTEE
- (3) DEREK DUNIGAN TRUST, SHARON DUNIGAN TTEE - HELD WITH BROKER.
- (4) HELD IN MITCHELL DUNIGAN TRUST, SHARON DUNIGAN TTEE
- (5) REGISTERED AS LARRY AND SHARON DUNIGAN JT TEN - HELD WITH BROKER.
- (6) KEVIN DUNIGAN TRUST, SHARON DUNIGAN TTEE - HELD WITH BROKER.
- (7) MITCHELL DUNIGAN TRUST, SHARON DUNIGAN TTEE - HELD WITH BROKER.

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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