

HINTON MICHAEL R  
 Form 4  
 January 10, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 HINTON MICHAEL R

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)  
 10900 BROWNING RD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/08/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SENIOR EXEC VICE PRES & COO

EVANSVILLE, IN 47711  
 (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 (A) or (D) Price			
COMMON STOCK	12/15/2005		J	V 99.225 A \$ 22.6558	11,930.904	D	
COMMON STOCK	12/28/2005		G	V 500 D \$ 22.05	11,430.904	D	
COMMON STOCK					28,250	D	
COMMON STOCK	12/08/2005		L	V 2.205 A \$ 22.6748	906.642	I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER

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COMMON STOCK	12/15/2005	J	V	7.585	A	\$ 22.6558	914.227	I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER
COMMON STOCK	12/23/2005	L	V	4.502	A	\$ 22.2121	918.729	I	CUSTODIAN FOR TAYLOR HINTON, DAUGHTER
COMMON STOCK	12/15/2005	J	V	141.179	A	\$ 22.6558	26,432.863	I	ONB ESOP
COMMON STOCK	12/15/2005	J	V	18.601	A	\$ 22.6558	2,236.624	I	SPOUSE - DEBRA D HINTON
COMMON STOCK							9,027.16	I	SPOUSE - DEBRA D HINTON

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	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)	Amo Num Share
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 <sup>(1)</sup> 06/27/2011	COMMON STOCK	86,
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 <sup>(1)</sup> 06/27/2011	COMMON STOCK	15,
	\$ 20.59					01/22/2003 <sup>(1)</sup> 01/22/2012		96,

