

OLD NATIONAL BANCORP /IN/
Form 4
February 28, 2006

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 *
Knight Jeffrey 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)
330 LARGO COURT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2006

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EXECUTIVE VP-GENERAL COUNSEL

EVANSVILLE, IN 47712

(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 | | | | | 1,612.8 | D | |
| COMMON STOCK | | | | | 117.661 | D ⁽¹⁾ | |
| COMMON STOCK | | | | | 6,172.088 | I | ONB ESOP |
| COMMON STOCK | 02/24/2006 | | A | 5,200 A \$ 21.65 | 14,695 | D | |
| COMMON STOCK | 02/24/2006 | | A | 2,600 A \$ 21.65 | 17,295 | D | |

| | | | |
|--------------|--------|---|---|
| COMMON STOCK | 50.935 | I | CUSTODIAN FOR ABIGAIL R KNIGHT, DAUGHTER |
| COMMON STOCK | 43.834 | I | CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER |
| COMMON STOCK | 52.129 | I | CUSTODIAN FOR KATHRYN R KNIGHT, DAUGHTER |
| COMMON STOCK | 49.266 | I | CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER |

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| EMPLOYEE STOCK OPTION | \$ 21.7 | | | | | 02/01/2002 ⁽²⁾ | 06/27/2011 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 21.7 | | | | | 06/27/2001 ⁽²⁾ | 06/27/2011 | COMMON STOCK |
| | \$ 20.59 | | | | | 01/22/2003 ⁽²⁾ | 01/22/2012 | |

| | | | | | | | | |
|-----------------------------|----------|------------|--|---|--------|---------------------------|------------|-----------------|
| EMPLOYEE STOCK OPTION | | | | | | | | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 20.68 | | | | | 01/31/2004 ⁽²⁾ | 01/31/2013 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 20.43 | | | | | 12/31/2004 ⁽²⁾ | 02/02/2014 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 21.65 | 02/24/2006 | | A | 12,800 | 02/01/2007 ⁽³⁾ | 02/24/2016 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712 | | | EXECUTIVE VP-GENERAL COUNSEL | |

Signatures

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

02/28/2006

__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 JOINT TENANTS - JEFFREY L AND ERIN E KNIGHT
- (2) Immediately exercisable.
- (3) Option vests in one-third annual installments beginning on 2/1/2007.

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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