

OLD NATIONAL BANCORP /IN/  
Form 5  
February 14, 2008

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person *			2. Issuer Name <b>and</b> Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
JONES ROBERT G			OLD NATIONAL BANCORP /IN/ [ONB]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
1100 SUWANNEE			12/31/2007		<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		PRESIDENT AND CEO	
EVANSVILLE, IN 47725					6. Individual or Joint/Group Reporting (check applicable line)	
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	or	Price			
				Amount	(D)				
COMMON STOCK	Â	Â	Â	Â	Â	Â	59,890	D <sup>(2)</sup>	Â
COMMON STOCK	Â	Â	Â	Â	Â	Â	115,200	D	Â
COMMON STOCK	Â	Â	Â	Â	Â	Â	4,398.518	D	Â
COMMON STOCK	Â	Â	Â	Â	Â	Â	1,851.59	I <sup>(5)</sup>	ONB KSOP



## Signatures

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

02/14/2008

\_\_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) Immediately exercisable.
- (2) Shares held with a broker.
- (3) Option vests in one-third annual installments beginning on 2/1/2007.
- (4) Option vests in one-third annual installments beginning on 1/25/2008.
- (5) KSOP balance updated based upon current data.
- (6) Shares held in Oltrust FBO Robert and Lisa Jones.
- (7) Option vests in one-third annual installments beginning on 1/24/2009.
- (8) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (9) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.  
The reporting person acquired 1,244.667 shares of phantom stock, the sum of which includes dividends thereon, under ONB's Executive
- (10) Deferred Compensation Plan during the fiscal year ended 12/29/06, at prices ranging from \$18.30 to \$21.90. However, due to an inadvertent administrative error, the reporting of these particular transactions was not timely filed.  
The reporting person acquired 3,559.731 shares of phantom stock, the sum of which includes dividends thereon, under ONB's Executive
- (11) Deferred Compensation Plan during the fiscal year ended 12/31/07, at prices ranging from \$14.09 to \$19.20. However, due to an inadvertent administrative error, the reporting of these particular transactions was not timely filed.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.