Wolking Christopher A
Form 4
March 08, 2011

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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)

1. Name and Address of Reporting Person *
Wolking Christopher A

(Last) (First) (Middle)

ONE MAIN ST

(Street)

EVANSVILLE, IN 47708

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
OLD NATIONAL BANCORP /IN/ [ONB]

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SEVP - CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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								52,169.75 (10)	D	
COMMON STOCK								210.44	D (1)	
COMMON STOCK								6,952.786	I (3)	ONB KSOP
COMMON STOCK								2,733.917	D (2)	
COMMON STOCK								9,863.673	D	

COMMON STOCK		53.118	D (9)	
COMMON STOCK		535	I	GAIL S WOLKING - SPOUSE

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.

SEC 1474 (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 Ar Underlying Se (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION	$ 21.7							06/27/2001(7)	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	$ 21.7							02/01/2002(7)	06/27/2011	COMMON STOCK
EMPLOYEE STOCK OPTION	$ 20.59							01/22/2003(7)	01/22/2012	COMMON STOCK
EMPLOYEE STOCK OPTION	$ 20.68							01/31/2004(7)	01/31/2013	COMMON STOCK
EMPLOYEE STOCK OPTION	$ 20.43							12/31/2004(7)	02/02/2014	COMMON STOCK
EMPLOYEE STOCK OPTION	$ 21.65							02/01/2007(7)	02/24/2016	COMMON STOCK
EMPLOYEE STOCK OPTION	$ 18.43							01/25/2008(5)	01/25/2017	COMMON STOCK
	$ 15.29							02/01/2009(6)	01/24/2018	

EMPLOYEE STOCK OPTION								COMMON STOCK
EMPLOYEE STOCK OPTION	$ 13.31					02/01/2010(4)	01/29/2019	COMMON STOCK
PHANTOM STOCK	$ 11.06	03/04/2011		P	205.924	(8)	(8)	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wolking Christopher A ONE MAIN ST EVANSVILLE, IN 47708			SEVP - CFO	

Signatures

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT 03/08/2011

**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 - Christopher & Gail Wolking

(2) Shares held with a broker.

(3) KSOP balance updated based upon current data.

(4) Option vests in one-third annual installments beginning on 1/29/2010.

(5) Option vests in one-third annual installments beginning on 1/25/2008.

(6) Option vests in one-third annual installments beginning on 1/24/2009.

(7) Immediately exercisable.

(8) 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.

(9) Old National Bancorp Employee Stock Purchase Plan.

(10) The original amount reported of 3,750 shares was increased based upon the final determination of the satisfaction of the performance factors described in the Old National Bancorp 2008 Incentive Compensation Plan Performance Share Award Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space 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.