

OLD NATIONAL BANCORP /IN/  
Form 4  
February 27, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2015  
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).

**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 \*  
Ellspermann Caroline J

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
PRESIDENT - WEALTH MANAGEMENT

(Last) (First) (Middle)  
ONE MAIN ST  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/25/2014

EVANSVILLE, IN 47708  
(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	02/03/2014		D	V 3,750 D \$ 14	49,344	D	
COMMON STOCK	02/03/2014		F	V <u>2,359</u> <sup>(1)</sup> A \$ 14	51,703	D	
COMMON STOCK	02/25/2014		D	7,050 D \$ 13.49	44,653	D	
COMMON STOCK	02/25/2014		A	<u>5,690</u> <sup>(2)</sup> A \$ 13.49	50,344 <sup>(3)</sup>	D	
COMMON STOCK					1,444.404	D <sup>(4)</sup>	

COMMON STOCK	6,337	D <sup>(5)</sup>	
COMMON STOCK	5,038 <sup>(6)</sup>	I	CAROLINE ELLSPERMAN - ONB KSOP
COMMON STOCK	5,440 <sup>(6)</sup>	I	KENNETH ELLSPERMAN - ONB KSOP
COMMON STOCK	6,000	D <sup>(7)</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.**

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004 <sup>(8)</sup> 02/02/2014	COMMON STOCK	2,1
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007 <sup>(8)</sup> 02/24/2016	COMMON STOCK	8,7
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008 01/25/2017	COMMON STOCK	12,3
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009 01/24/2018	COMMON STOCK	12,0
	\$ 13.31					02/01/2010 01/29/2019		7,0

EMPLOYEE  
STOCK  
OPTION

COMMON  
STOCK

EMPLOYEE  
STOCK \$ 20.43  
OPTION

12/31/2004<sup>(8)</sup> 02/02/2014

COMMON  
STOCK

1,4

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ellspermann Caroline J ONE MAIN ST EVANSVILLE, IN 47708			PRESIDENT - WEALTH MANAGEMENT	

## Signatures

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

02/27/2014

\_\_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) Vesting of one-third service based restricted stock net of applicable withholding taxes.  
The original shares granted were increased based upon the final determination of the satisfaction of the performance factors described in
- (2) the Old National Bancorp 2008 Incentive Compensation Plan Performance Share Award Agreement. Vesting of performance based restricted stock net of applicable withholding taxes.
- (3) Includes 26,251 restricted stock units, 5,834 restricted stock shares and 18,259 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (4) Registered as Caroline Ellspermann IRA - held by broker.
- (5) Registered as joint tenants - Kenneth and Caroline Ellspermann - held by broker.
- (6) KSOP Shares updated to include current balance.
- (7) Kenneth Ellspermann performance based restricted stock grant.
- (8) Immediately exercisable.

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.