

OLD NATIONAL BANCORP /IN/
Form 4
March 29, 2016

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 *
Kissel Joan

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)
ONE MAIN ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CORPORATE CONTROLLER

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| COMMON STOCK | 02/01/2016 | | D | V 1,125 D | \$ 11.67 27,525 ⁽¹⁾ | D | |
| COMMON STOCK | 02/01/2016 | | F | V 707 ⁽⁵⁾ A | \$ 11.67 28,232 | D | |
| COMMON STOCK | 02/26/2016 | | D | V 4,125 ⁽⁶⁾ D | \$ 11.38 24,107 | D | |
| COMMON STOCK | 03/15/2016 | | J | V 142 A | \$ 11.97 24,249 ⁽¹⁾ | D | |
| COMMON STOCK | | | | | 1,586 ⁽²⁾ | I | ONB KSOP |

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. Code (Instr. 8) | 5. Transaction 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------|---|--|---|-------------------------------|
| PHANTOM STOCK | \$ 11.9 ⁽³⁾ | 03/15/2016 | | J | V 2 | <u>(4)</u> <u>(4)</u> | COMMON STOCK | 2 ⁽³⁾ |
| PHANTOM STOCK | \$ 11.88 ⁽³⁾ | 03/24/2016 | | P | 33 | <u>(4)</u> <u>(4)</u> | COMMON STOCK | 33 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------|
| | Director | 10% Owner | Officer | Other |
| Kissel Joan ONE MAIN ST EVANSVILLE, IN 47708 | | | | CORPORATE CONTROLLER |

Signatures

JEFFREY L KNIGHT, EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL, AS ATTORNEY-IN-FACT

03/29/2016

__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) Includes 9,000 restricted stock units, 2,001 restricted stock shares and 13,248 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (2) KSOP balance updated based upon current data.

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- (3) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (4) 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.
- (5) Vesting of one-third service based restricted stock net of applicable withholding taxes.
- (6) The original shares granted were decreased 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.

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