

CLAYTON THOMAS F  
Form 4  
February 10, 2003

FORM 4

UNITED STATES SECURITIES AND  
EXCHANGE COMMISSION  
Washington, DC 20549

STATEMENT OF CHANGES IN  
BENEFICIAL OWNERSHIP

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 194

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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).

(Print or Type Responses)

0

1. Name and Address of Reporting Person*		2. Issuer Name <b>and</b> Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)											
Clayton, Thomas F.		Old National Bancorp ONB			<table border="1"> <tr> <td></td> <td>Director</td> <td>10% O</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">Executive Vice President</td> </tr> </table>				Director	10% O	X	Officer (give title below)	Other (specify below)	Executive Vice President		
	Director	10% O														
X	Officer (give title below)	Other (specify below)														
Executive Vice President																
(Last) (First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)												
8004 Washington Ave		January 10, 2003		<table border="1"> <tr> <td>X</td> <td>Form filed by One Reporting Person</td> </tr> <tr> <td></td> <td>Form filed by More than One Reporting Person</td> </tr> </table>			X	Form filed by One Reporting Person		Form filed by More than One Reporting Person						
X	Form filed by One Reporting Person															
	Form filed by More than One Reporting Person															
(Street)	5. If Amendment, Date of Original (Month//Day/Year)															
Evansville, IN 47715																
(City) (State) (Zip)	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 Election 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	6. Ownership or	7. Relationship to Issuer (Instr. 3)									
				Amount (A) Price		Direct (D) or Indirect	Ownership or Relationship to Issuer (Instr. 3)									

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		Year)				or (D)		Transaction(s)  (Instr. 3 and 4)	(I) (Instr. 4)	
Common stock	01/27/03		J	V	63.497	A		1,333.434	D	
Common stock	01/27/03		J	V	51.956	A		1,091.068	I1	
Common stock	01/27/03		J	V	54.636	A		1,147.350	I2	
Common stock								10,747.838	I3	
Common stock	01/10/03		L	V	8.440	A	23.7252	13,328.800	I4	
	01/27/03		J	V	634.303	A				
J Shrs recd pursuant to stock dividend on ONB common stock with a record date of 1/6/2003										
D Thomas F Clayton										
I1 T F Clayton CF Laurel Jane Clayton										
I2 T F Clayton CF Patricia Carter Clayton										
I3 ONB Emp Savings and Profit Sharing Plan										
I4 Susan Clayton spouse										

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, conversions)						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Date/Year)	3A. Deemed Execution Date, if any (Month/Date/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	

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											Amount or Number of Shares
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option  Right to Buy	\$23.9365	6/27/01		A	V	78,057		(1)	6/27/2011	common stock	78,057
Employee Stock Option  Right to Buy	\$23.9365	6/27/01		A	V	14,433		(2)	6/27/2011	common stock	14,433
Employee Stock Option  Right to Buy	\$22.6952	1/22/02		A	V	87,150		(3)	1/22/2012	common stock	87,150

Explanation of Responses:

(1) The Option vests in 4 equal annual installments beginning on February 1, 2002.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.

(2) The Option is Immediately Exercisable.

(3) The Option vests in 4 equal annual installments beginning on January 22, 2003.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.

\_\_\_\_\_  
\*\*Signature of Reporting  
Person

\_\_\_\_\_  
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Last Update: 09/05/2002