

OLD NATIONAL BANCORP /IN/  
Form 4  
November 04, 2008

**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 \*  
DUNIGAN LARRY E

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)

3. Date of Earliest Transaction (Month/Day/Year)  
10/31/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)

HOLIDAY MANAGEMENT COMPANY, 1202 WEST BUENA VISTA ROAD

(Street)

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

EVANSVILLE, IN 47710

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| COMMON STOCK                    |                                      |  |                                |   | 222,255   | I  | HELD IN HOLIDAY MANAGEMENT FOUNDATION                 |
| COMMON STOCK                    | 10/31/2008                           |  | A                              | 449 A   | \$ 16.67 4,193.6  | D <sup>(1)</sup>   |   |
| COMMON STOCK                    |                                      |  |                                |   | 10,722  | I  | SPOUSE IS TRUSTEE <sup>(5)</sup>                      |
| COMMON                          |                                      |  |                                |   | 10,036  | I  | SPOUSE IS   |

|              |  |        |                  |  |  |                         |
|--------------|--|--------|------------------|--|--|-------------------------|
| STOCK        |  |        |                  |  |  | TRUSTEE <sup>(2)</sup>  |
| COMMON STOCK |  | 2,480  | I <sup>(3)</sup> |  |  | TRUSTEE                 |
| COMMON STOCK |  | 94,344 | D <sup>(4)</sup> |  |  |                         |
| COMMON STOCK |  | 1,500  | I <sup>(6)</sup> |  |  | TRUSTEE                 |
| COMMON STOCK |  | 3,423  | I <sup>(7)</sup> |  |  | SHARON DUNIGAN - 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.**

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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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DUNIGAN LARRY E<br>HOLIDAY MANAGEMENT COMPANY<br>1202 WEST BUENA VISTA ROAD<br>EVANSVILLE, IN 47710 | X             |           |         |       |

## Signatures

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

11/04/2008

\_\_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) LARRY AND SHARON DUNIGAN JT TEN
- (2) DEREK DUNIGAN TRUST, SHARON DUNIGAN TTEE - HELD WITH BROKER.
- (3) MITCHELL DUNIGAN TRUST, LARRY DUNIGAN TTEE
- (4) LARRY AND SHARON DUNIGAN JT TEN - HELD WITH BROKER.
- (5) KEVIN DUNIGAN TRUST, SHARON DUNIGAN TTEE - HELD WITH BROKER.
- (6) MITCHELL DUNIGAN TRUST, LARRY DUNIGAN TTEE - HELD WITH BROKER.
- (7) SHARES HELD WITH BROKER.

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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