

Wolking Christopher A  
 Form 4  
 February 28, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Wolking Christopher A

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)  
 02/18/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SEVP - CFO

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 Ownership (Instr. 4)
				(A) or (D)	Amount		
COMMON STOCK					49,001	D	
COMMON STOCK					210.44	D	
COMMON STOCK					6,952.786	I	ONB KSOP
COMMON STOCK					2,733.917	D	
COMMON STOCK					9,863.673	D	

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COMMON STOCK	53.118	D	
COMMON STOCK	535	I	GAIL S WOLKING - SPOUSE

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

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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)
				Code V (A) (D)		Date Exercisable      Expiration Date	Title      Amount or Number of Shares
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001      06/27/2011	COMMON STOCK      5,425
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002      06/27/2011	COMMON STOCK      17,500
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003      01/22/2012	COMMON STOCK      19,790
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004      01/31/2013	COMMON STOCK      27,560
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004      02/02/2014	COMMON STOCK      2,100
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007      02/24/2016	COMMON STOCK      15,500

EMPLOYEE STOCK OPTION	\$ 18.43	01/25/2008	01/25/2017	COMMON STOCK	19,600
EMPLOYEE STOCK OPTION	\$ 15.29	02/01/2009	01/24/2018	COMMON STOCK	25,000
EMPLOYEE STOCK OPTION	\$ 13.31	02/01/2010	01/29/2019	COMMON STOCK	15,000

## 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

02/28/2011

\_\_\_\_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).

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.