

LAMBERT PHELPS L  
 Form 4  
 January 07, 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

OMB  
 APPROVAL  
 OMB Number:  
 3235-0287  
 Expires: January  
 31, 2005

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).

(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<br>(Check all that apply) |  |                                 |
| Lambert, Phelps L.                       |  |  | Old National Bancorp ONB   |                                      |   | <input checked="" type="checkbox"/>  | Director   | 10%                             |
|  |  |  |  |                                      |   | <input type="checkbox"/>   | Officer<br>(give title below)                    | Other<br>below                  |
| (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 Filing (Check Applicable) |                                 |
| PO Box 236                               |  |  |  |                                      | December 16, 2002   |  |  |                                 |
| (Street)                                 |  |  |  |                                      | 5. If Amendment, Date of Original (Month//Day/Year)               |  | <input checked="" type="checkbox"/>              | Form filed by Reporting Person  |
| Henderson, KY 42420                      |  |  |  |                                      |   |  | <input type="checkbox"/>                         | Form filed by Reporting Person  |
| (City) (State) (Zip)                     |  |  | Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                      |   |  |  |                                 |
| 1. Title of Security (Instr. 3)          |  |  | 2A. Transaction Code   | 3. Transaction Date (Month/Day/Year) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned                                 | 6. Ownership Form: Direct (D)                    | 7. Ownership Form: Indirect (I) |

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|   | Day/Year<br>any<br>Year) | Code<br>(Month/Day/ | V | Amount | (A)<br>or<br>(D) | Price                  | Owned or<br>Following<br>Reported<br>Transaction<br>(Instr.<br>3 and<br>4) | Indirect<br>(Instr.<br>4) |
|---|--------------------------|---------------------|---|--------|------------------|------------------------|--|---------------------------|
| Common stock                                  | 12/16/02                 | J                   | V | 97.721 | A                | <del>100</del> 522.684 | D  |                           |
| Common stock                                  | 12/16/02                 | J                   | V | 54.108 | A                | <del>NA</del> 340.757  | I1   |                           |
| Common stock                                  | 12/16/02                 | J                   | V | 44.488 | A                | <del>NA</del> 159.541  | I2   |                           |
| Common stock                                  | 12/16/02                 | J                   | V | 5.429  | A                | <del>NA</del> 132.954  | I3   |                           |
| Common stock                                  | 12/16/02                 | J                   | V | 44.016 | A                | <del>NA</del> 159.541  | I4   |                           |
| Common stock                                  | 12/16/02                 | J                   | V | 54.108 | A                | <del>NA</del> 340.757  | I5   |                           |
| Common stock                                  | 12/16/02                 | J                   | V | 54.108 | A                | <del>NA</del> 340.757  | I6   |                           |
| J Partial Reinvestment 4Q2002 Cash Dividend   |                          |                     |   |        |                  |                        |  |                           |
| D Phelps L. Lambert                           |                          |                     |   |        |                  |                        |  |                           |
| I1 Anastasia Lambert Irr Tr Phelps Lambert TE |                          |                     |   |        |                  |                        |  |                           |
| I2 Ann M Lambert Irr Tr Phelps Lambert TE     |                          |                     |   |        |                  |                        |  |                           |
| I3 Carol M Lambert spouse                     |                          |                     |   |        |                  |                        |  |                           |
| I4 Darrell Lambert Irr Tr Phelps Lambert TE   |                          |                     |   |        |                  |                        |  |                           |
| I5 Phelps J Lambert Irr Tr Phelps Lambert TE  |                          |                     |   |        |                  |                        |  |                           |
| I6 Peter C Lambert Irr Tr Phelps Lambert TE   |                          |                     |   |        |                  |                        |  |                           |

| FORM 4 (continued)                                  |  | Table II ` Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |  |                                      |   |   |  |  |   |
|---|--|---|--|--------------------------------------|---|---|--|--|---|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans-<br>action<br>Date<br>(Month/<br>Date/<br>Year)  | 3A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(Month/<br>Date/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A)<br>or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4<br>and 5) | 6. Date<br>Exercisable<br>and<br>Expiration<br>Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3<br>and 4) | 8. Price<br>of<br>Derivative<br>Securities<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr.<br>4) |

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|  |  |  |  | Code | V | (A) | (D) | Date | Expiration      | Title | Amount | or | Number | of | Shares | (I) |
|--|--|--|--|------|---|-----|-----|------|-----------------|-------|--------|----|--------|----|--------|-----|
|  |  |  |  |      |   |     |     |      | ExercisableDate |       |        |    |        |    |        | 4)  |
|  |  |  |  |      |   |     |     |      |                 |       |        |    |        |    |        |     |
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Explanation of Responses:

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\_\_\_\_\_  
\*\*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