

STANLEY KELLY N  
Form 4  
January 08, 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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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)

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|  |   |   |  |   |  |  |  |                                 |    |
|--|---|---|--|---|--|--|--|---------------------------------|----|
| 1. Name and Address of Reporting Person*<br><br>Stanley, Kelly N.                |   | 2. Issuer Name and Ticker or Trading Symbol<br><br>Old National Bancorp ONB |  |   | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |  |  |                                 |    |
|  |   |   |  |   | <input checked="" type="checkbox"/>  | Director                                     | <input type="checkbox"/>                             | 10% Owner                       |    |
|  |   |   |  |   | <input type="checkbox"/>   | Officer (give title below)                   | <input type="checkbox"/>                             | Other (specify below)           |    |
| (Last) (First) (Middle)  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) |   | 4. Statement for Month/Day/Year<br><br>December 16, 2002 |   | 7. Individual or Joint/Group Filing (Check Applicable Line)                |  |  |                                 |    |
| (Street)   |   |   | 5. If Amendment, Date of Original (Month//Day/Year)      |   | <input checked="" type="checkbox"/>  | Form filed by One Reporting Person           |  |                                 |    |
| (City) (State) (Zip)   |   |   |  |   | <input type="checkbox"/>   | 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 | 6.                              | 7. |
|  |   |   |  | Amount  | (A)  | Price  | or   | Ownership Form: Indirect (D) or |    |

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|  | Day/Year |  |   |   |         | or<br>(D) |    | Reported<br>Transaction(s)<br><br>(Instr. 3<br>and 4) | Indirect<br>(Instr.<br>4) |
|--|----------|--|---|---|---------|-----------|----|---|---------------------------|
| Common stock                                 | 12/16/02 |  | J | V | 115.997 | A         | NA | 15,061.856  | D                         |
| Common stock                                 | 12/16/02 |  | J | V | 10.412  | A         | NA | 1,353.052   | D1                        |
| Common stock                                 | 12/16/02 |  | J | V | 1.389   | A         | NA | 180.420   | I2                        |
|  |          |  |   |   |         |           |    |   |                           |
|  |          |  |   |   |         |           |    |   |                           |
|  |          |  |   |   |         |           |    |   |                           |
|  |          |  |   |   |         |           |    |   |                           |
|  |          |  |   |   |         |           |    |   |                           |
|  |          |  |   |   |         |           |    |   |                           |
|  |          |  |   |   |         |           |    |   |                           |
| J Full Reinvestment 4Q2002<br>Cash Dividend  |          |  |   |   |         |           |    |   |                           |
| D Kelly N Stanley                            |          |  |   |   |         |           |    |   |                           |
| D1 Kelly N Stanley IRA<br>broker held        |          |  |   |   |         |           |    |   |                           |
| I2 Donna M Stanley IRA<br>spouse broker held |          |  |   |   |         |           |    |   |                           |
|  |          |  |   |   |         |           |    |   |                           |

| FORM 4 (continued)                                  |  | Table II ` Derivative Securities Acquired, Disposed of<br>(e.g., puts, calls, warrants, options, converti |  |                                     |   |  |   |  |
|---|--|---|--|-------------------------------------|---|--|---|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conver-<br>sion<br>or<br>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 Exercisable<br>and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |  |
|   |  |   |  |                                     |   |  |   |  |

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|                                    |           |         |  | Code | V | (A)   | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|------------------------------------|-----------|---------|--|------|---|-------|-----|------------------|-----------------|--------------|----------------------------|
| Director Stock Option Right to buy | \$11.5754 | 3/10/00 |  | J(1) |   | 5,787 |     | Immed.           | 5/1/06          | Common stock | 5,787                      |
| Director Stock Option Right to buy | \$12.8712 | 3/10/00 |  | J(1) |   | 5,787 |     | Immed.           | 5/1/07          | Common stock | 5,787                      |
| Director Stock Option Right to buy | \$19.8683 | 3/10/00 |  | J(1) |   | 5,787 |     | Immed.           | 5/1/08          | Common stock | 5,787                      |
| Director Stock Option Right to buy | \$13.7782 | 3/10/00 |  | J(1) |   | 3,183 |     | Immed.           | 5/1/09          | Common stock | 3,183                      |
|                                    |           |         |  |      |   |       |     |                  |                 |              |                            |
|                                    |           |         |  |      |   |       |     |                  |                 |              |                            |

Explanation of Responses:

(1) Stock options received in connection with merger of ANB Corporation into Old National Bancorp in exchange for stock of

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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