

POELKER JOHN S
Form 4
February 24, 2003

FORM 4

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)

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

0

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)										
Poelker, John S.			Old National Bancorp ONB			<input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) Executive Vice President Chief Financial Officer <input type="checkbox"/> 10% Owner <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		7. Individual or Joint/Group Filing (Check Applicable Line)									
	2266 Highway 261				February 24, 2003		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person									
(Street)					5. If Amendment, Date of Original (Month//Day/Year)											
Newburgh, IN 47630																
(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		6. Ownership or Control (Instr. 4)		7. Nature of Beneficial Ownership (Instr. 4)	
									Amount (A) Price V							

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	Day/Year					or (D)	Reported Transaction(s) (Instr. 3 and 4)	Indirect (Instr. 4)	(Instr. 4)
Common stock							3,140.916	D	
Common stock							3,827.250	D1	
Common stock							1,362.391	I2	
D John Poelker									
D1 John Poelker broker held IRA Trust Dept									
I2 ONB Emp Savings and Profit Sharing Plan									

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 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)		Title	Amount

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								Date Exercisable	Expiration Date		Am o Nur o Sh
Employee Stock Option Right to Buy	\$23.9365	6/27/01		A	V	78,057		(1)	6/27/2011	common stock	78
Employee Stock Option Right to Buy	\$23.9365	6/27/01		A	V	15,591		(2)	6/27/2011	common stock	15
Employee Stock Option Right to Buy	\$22.6952	1/22/02		A	V	87,150		(3)	1/22/2012	common stock	87
Employee Stock Option Right to Buy	\$22.8000	1/31/03		A	V	110,000		(4)	1/31/2013	common stock	110

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.

(4) The Option vests in 4 equal annual installments beginning on January 31, 2004.* (*) Subject to accelerated Vesting in Certain Circumstances.

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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