

RISINGER JAMES A  
 Form 4  
 February 24, 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  
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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)

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 (Check all applicable)		
Risinger, James A.			Old National Bancorp ONB			<input checked="" type="checkbox"/>	Director	10% Owner
						<input checked="" type="checkbox"/>	Officer (give title below)	Other (specify below)
						Chairman President C Executive Officer		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year		
	411 Sandalwood Dr					February 24, 2003		
(Street)						5. If Amendment, Date of Original (Month//Day/Year)		
Evansville, IN 47715						<input checked="" type="checkbox"/>	Form filed by One Reporting Person	
(City) (State) (Zip)							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)			2A. Transaction Date	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D)	5. Amount of Securities	6. Ownership Form:	7. Nature of Indirect

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	Date, if any Day/Year  Year)	Code  (Month/Day/	V	(Instr. 3, 4 and 5)			Beneficially Owned or Reported Transaction(s)  (Instr. 3 and 4)	Direct (D) or Indirect (I)	Beneficial Owners (Instr. 4)
				Amount	(A) or (D)	Price			
Common stock						26,002.583	D		
Common stock						21,316.859	I1		
Common stock						685.000	D2		
Common stock						525.000	D3		
D James A Risinger									
I1 ONB Emp Savings and Profit Sharing Plan									
D2 James A Risinger broker held									
D3 James A Risinger broker held									

FORM 4 (continued)

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. Transaction Deemed Executed, if any (Month/Day/Year)		4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired or Disposed of (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 or Reported Transaction(s) Indirect	10. Number of Derivative Securities Owned or Reported Transaction(s) Direct	11. Name of Beneficial Owner (Instr. 4)
			Code	V	(A)	(D)		Title							

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						Date Expiration Exercisable Date	Amount or Number of Shares	(Inst. 4)	(Instr. 4)
Employee Stock Option  Right to Buy	\$23.9365	6/27/01	A	V	175,848	(1) 6/27/2011	common stock 175,848	N/A	Direct (D)
Employee Stock Option  Right to Buy	\$23.9365	6/27/01	A	V	48,335	(2) 6/27/2011	common stock 48,335	N/A	Direct (D)
Employee Stock Option  Right to Buy	\$22.6952	1/22/02	A	V	208,950	(3) 1/22/2012	common stock 208,950	N/A	Direct (D)
Employee Stock Option  Right to Buy	\$22.8000	1/31/03	A	V	113,844	(4) 1/31/2013	common stock 113,844	N/A	Direct (D)

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.

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