

MOORE DARYL D
Form 4
February 25, 2013

FORM 4

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

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).

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 *
MOORE DARYL D

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)
322 KEY WEST DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2013

____ Director
 Officer (give title below) _____ Other (specify below)
EXECUTIVE VICE PRES AND CCO

EVANSVILLE, IN 47712

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

(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 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)
			Code	V Amount (D) Price			
COMMON STOCK	02/01/2013		D	V 1,534 D \$ 0	41,928.5	D	
COMMON STOCK	02/01/2013		D	V 1,667 D \$ 0	40,261.5	D	
COMMON STOCK	02/01/2013		D	V 833 D \$ 0	39,428.5	D	
COMMON STOCK					350	D (2)	
COMMON STOCK					528.53	I	CAROL W MOORE -

SPOUSE

COMMON STOCK	02/01/2013	F	V	965	A	\$ 13.59	19,721.453	D ⁽³⁾
COMMON STOCK	02/01/2013	F	V	1,049	A	\$ 13.59	20,770.453	D ⁽³⁾
COMMON STOCK	02/01/2013	F	V	524	A	\$ 13.59	21,294.453	D ⁽³⁾
COMMON STOCK							30,040.035	I

ONB
KSOP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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	\$ 20.43					12/31/2004 ⁽¹⁾	02/02/2014	COMMON STOCK	6,3
EMPLOYEE STOCK OPTION	\$ 21.65					02/01/2007 ⁽¹⁾	02/24/2016	COMMON STOCK	9,1
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008	01/25/2017	COMMON STOCK	12,3
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009	01/24/2018	COMMON STOCK	14,0
EMPLOYEE STOCK	\$ 13.31					02/01/2010	01/29/2019	COMMON STOCK	9,0

OPTION

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE DARYL D 322 KEY WEST DRIVE EVANSVILLE, IN 47712			EXECUTIVE VICE PRES AND CCO	

Signatures

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS
ATTORNEY-IN-FACT

02/25/2013

__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).
- (1) Immediately exercisable.
- (2) Shares held with a broker.
- (3) Vesting of one-third service based restricted stock net of applicable withholding taxes.

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.