

OLD NATIONAL BANCORP /IN/

Form 4

January 28, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
01/24/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EXECUTIVE VICE PRES AND CCO

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

EVANSVILLE, IN 47712

(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 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| COMMON STOCK | | | | (A) or (D) | | | ONB KSOP |
| COMMON STOCK | | | | | 23,966.775 | I | |
| COMMON STOCK | | | | | 8,771.453 | D | |
| COMMON STOCK | 01/24/2008 | | A | 4,500 A | \$ 15.29 21,700 | D | |
| COMMON STOCK | 01/24/2008 | | A | 2,000 A | \$ 15.29 23,700 | D | |
| COMMON STOCK | | | | | 350 | D ⁽⁴⁾ | |

| | | | |
|-----------------|--------|---|---------------------------------|
| COMMON STOCK | 528.53 | I | CAROL W MOORE - SPOUSE |
|-----------------|--------|---|---------------------------------|

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4) | | | |
|---|---|---|---|---|--|--|--|---------------------------|--------------------|-----------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| EMPLOYEE STOCK OPTION | \$ 21.7 | | | | | | | 02/01/2002 ⁽¹⁾ | 06/27/2011 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 21.7 | | | | | | | 06/27/2001 ⁽¹⁾ | 06/27/2011 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 20.59 | | | | | | | 01/22/2003 ⁽¹⁾ | 01/22/2012 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 20.68 | | | | | | | 01/31/2004 ⁽¹⁾ | 01/31/2013 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 20.43 | | | | | | | 12/31/2004 ⁽¹⁾ | 02/02/2014 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 21.65 | | | | | | | 02/01/2007 ⁽²⁾ | 02/24/2016 | COMMON STOCK |
| EMPLOYEE STOCK OPTION | \$ 18.43 | | | | | | | 01/25/2008 ⁽³⁾ | 01/25/2017 | COMMON STOCK |
| | \$ 15.29 | 01/24/2008 | | A | | 14,000 | | 02/01/2009 ⁽⁵⁾ | 01/24/2018 | |

EMPLOYEE
STOCK
OPTION

COMMON
STOCK

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

01/28/2008

____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) Option vests in one-third annual installments beginning on 2/1/2007.
- (3) Option vests in one-third annual installments beginning on 1/25/2008.
- (4) Shares held with a broker.
- (5) Option vests in one-third annual installments beginning on 1/24/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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