

HUDGIONS ANNETTE W  
 Form 4  
 January 07, 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

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|   |                            |                       |  |  |                                  |  |                                |  |   |          |  |   |                            |                       |   |  |  |
|---|----------------------------|-----------------------|--|--|----------------------------------|--|--------------------------------|--|---|----------|--|---|----------------------------|-----------------------|---|--|--|
| 1. Name and Address of Reporting Person*        |                            |                       | 2. Issuer Name and Ticker or Trading Symbol                                      |  |                                  | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |                                |  |   |          |  |   |                            |                       |   |  |  |
| Hudgions, Annette W.                            |                            |                       | Old National Bancorp ONB   |  |                                  | <table border="1"> <tr> <td></td> <td>Director</td> <td>10% Own</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">President and CEO Old National Service Division</td> </tr> </table> |                                |  |   | Director | 10% Own                                    | X | Officer (give title below) | Other (specify below) | President and CEO Old National Service Division |  |  |
|   | Director                   | 10% Own               |  |  |                                  |  |                                |  |   |          |  |   |                            |                       |   |  |  |
| X   | Officer (give title below) | Other (specify below) |  |  |                                  |  |                                |  |   |          |  |   |                            |                       |   |  |  |
| President and CEO Old National Service Division |                            |                       |  |  |                                  |  |                                |  |   |          |  |   |                            |                       |   |  |  |
| (Last)  | (First)                    | (Middle)              | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)    |  |                                  | 4. Statement for Month/Day/Year  |                                |  |   |          |  |   |                            |                       |   |  |  |
|   |                            |                       |  |  |                                  | December 6, 2002   |                                |  |   |          |  |   |                            |                       |   |  |  |
| (Street)  |                            |                       | 5. If Amendment, Date of Original (Month//Day/Year)                              |  |                                  | 7. Individual or Joint/Group Filing (Check Applicable Line)  |                                |  |   |          |  |   |                            |                       |   |  |  |
| Henderson, KY 42420                             |                            |                       |  |  |                                  | X Form filed by One Reporting Person   |                                |  |   |          |  |   |                            |                       |   |  |  |
| (City) (State) (Zip)                            |                            |                       | Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |                                  | Form filed by More than One Reporting Person   |                                |  |   |          |  |   |                            |                       |   |  |  |
| 1. Title of Security (Instr. 3)                 |                            |                       | 2. Transaction Date (Month/Day/Year)   |  | 2A. Deemed Election Date, if any |  | 3. Transaction Code (Instr. 8) |  | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |          | 5. Amount of Securities Beneficially Owned |   | 6. Ownership Direct (D)    |                       | 7. Nature of Beneficial Ownership               |  |  |

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|   | Day/Year)<br>(Month/Day/<br>Year) | (Month/Day/<br>Year) | V | Amount | (A)<br>or<br>(D) | Price   | Following<br>Reported<br>Transaction(s)<br><br>(Instr. 3<br>and 4) | or<br>(I)<br>(Instr.<br>4) | Instr. 4 |
|---|-----------------------------------|----------------------|---|--------|------------------|---------|--|----------------------------|----------|
| Common stock                                  |                                   |                      |   |        |                  |         | 4,387.300  | D                          |          |
| Common stock                                  | 12/06/02                          |                      | L | 2.103  | A                | 23.7793 | 339.944  | D1                         |          |
|   | 12/16/02                          |                      | J | 2.602  | A                | NA      |  |                            |          |
| Common stock                                  |                                   |                      |   |        |                  |         | 4,645.222  | I2                         |          |
| J Full Reinvestment 4Q2002<br>Cash Dividend   |                                   |                      |   |        |                  |         |  |                            |          |
| D Annette Hudgions                            |                                   |                      |   |        |                  |         |  |                            |          |
| D1 Annette W and John D<br>Hudgions           |                                   |                      |   |        |                  |         |  |                            |          |
| I2 ONB Emp Savings and<br>Profit Sharing Plan |                                   |                      |   |        |                  |         |  |                            |          |

| FORM 4 (continued)                                  |  |  | Table II ` Derivative Securities Acquired, Disposed of,<br>(e.g., puts, calls, warrants, options, convertib |                                      |   |  |  |    |
|---|--|--|---|--------------------------------------|---|--|--|----|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or 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><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. | 6. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and<br>4) | 8. |
|   |  |  |   |                                      |   |  |  |    |



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