

Sandgren James A
Form 4
May 01, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sandgren James A

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)
ONE MAIN ST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2019

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

PRESIDENT & COO

EVANSVILLE, IN 47708

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
COMMON STOCK						5,734	I ⁽¹⁾ ONB KSOP
COMMON STOCK						2,286	D ⁽⁴⁾
COMMON STOCK	03/15/2019		J	32	A	\$ 17.2481	4,220 D ⁽²⁾
COMMON STOCK	03/29/2019		L	V 116	A	\$ 15.58	4,335 D
COMMON STOCK	02/01/2019		D	V 5,417	D	\$ 16.36	126,202 D

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COMMON STOCK	02/01/2019	F	V	3,607	A	\$ 16.36	129,809	D
COMMON STOCK	02/14/2019	D	V	15,000	D	\$ 17.11	114,809	D
COMMON STOCK	02/14/2019	F	V	15,212	A	\$ 17.11	130,021	D
COMMON STOCK	03/15/2019	J	V	456	A	\$ 17.2481	130,477	D ⁽³⁾

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

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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)	8. Puts, Calls, Warrants, or Other Derivative Securities (Instr. 3)
						Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			Amount or Number of Shares
PHANTOM STOCK	\$ 16.56 ⁽⁶⁾					⁽⁵⁾	⁽⁵⁾	COMMON STOCK 57 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sandgren James A ONE MAIN ST EVANSVILLE, IN 47708	PRESIDENT & COO

Signatures

JEFFREY L KNIGHT, EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL, AS ATTORNEY-IN-FACT

05/01/2019

__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) KSOP balance updated based upon current data.
- (2) Old National Bancorp Employee Stock Purchase Plan.
- (3) Includes 56,250 restricted stock units, 13,334 restricted stock shares and 60,893 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (4) Shares held with a broker in an IRA
- (5) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.
- (6) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

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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