

HINTON MICHAEL R
 Form 4
 December 03, 2002

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

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 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)

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1. Name and Address of Reporting Person*			2. Issuer Name and Tickler or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)																	
Hinton, Michael R.			Old National Bancorp ONB			<table border="1"> <tr> <td></td> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> </table>				Director	10% Owner	X	Officer (give title below)	Other (specify below)									
	Director	10% Owner																					
X	Officer (give title below)	Other (specify below)																					
<table border="1"> <tr> <td>(Last)</td> <td>(First)</td> <td>(Middle)</td> </tr> <tr> <td colspan="3">10900 Browning Road</td> </tr> <tr> <td colspan="3">(Street)</td> </tr> <tr> <td colspan="3">Evansville, IN 47711</td> </tr> <tr> <td>(City)</td> <td>(State)</td> <td>(Zip)</td> </tr> </table>			(Last)	(First)	(Middle)	10900 Browning Road			(Street)			Evansville, IN 47711			(City)	(State)	(Zip)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)	
(Last)	(First)	(Middle)																					
10900 Browning Road																							
(Street)																							
Evansville, IN 47711																							
(City)	(State)	(Zip)																					
				November 2002																			
				5. If Amendment, Date of Original (Month//Day/Year)		X Form filed by One Reporting Person																	
						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 (Month/Day/Year), if		3. Transaction Code (Instr. 8)		4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially		6. Ownership Form: Direct (D)		7. Nature of Beneficial Ownership										

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	Day (Year)	Code	V	Amount	(A) or (D)	Price	Owned or Following Reported Transaction(s)	Indirect (Instr. 4)	
	(Month/Day/Year)						(Instr. 3 and 4)		
Common stock						9,544.164	D		
Common stock	11/07/02	L	V	4.176	A	23.9458	I1		
Common stock						18,452.723	I2		
Common stock						977.891	I3		
Common stock						803.000	I4		
Common stock						7,798.500			
D Michael R Hinton									
I1 Michael Hinton CF Taylor Hinton									
I2 ONB Emp Savings and Profit Sharing Plan									
I3 Debra D Hinton spouse									
I4 Debra D Hinton spouse broker held									
I5 Debra D Hinton spouse									
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
FORM 4 (continued)									
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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 or Settlement Rate (Instr. 5)	9. Number of Derivative Securities Owned or Reported	10. Ownership of Derivative Securities (Instr. 4)

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		Date/Year)		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 4)	Indirect (Instr. 4)
		Code	V								
Employee Stock Option	\$25.13	6/27/01	A	V		(1)	6/27/2011	common stock	74,340		
Right to Buy					74,340				N/A		Direct (D)
Employee Stock Option	\$25.13	6/27/01	A	V		(2)	6/27/2011	common stock	13,746		
Right to Buy					13,746				N/A		Direct (D)
Employee Stock Option	\$23.83	1/22/02	A	V		(3)	1/22/2012	common stock	83,000		
Right to Buy					83,000				N/A		Direct (D)

Explanation of Responses:

(1) The Option vests in 4 equal 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 installments beginning on January 22, 2003.* (*) Subject to Accelerated Vesting in Certain Circumstances.

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	**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