

MOBILE TELESYSTEMS OJSC
Form 6-K
February 12, 2007

FORM 6-K
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer
February 12, 2007

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

Commission file number: 333-12032

Mobile TeleSystems OJSC

(Exact name of Registrant as specified in its charter)

Russian Federation

(Jurisdiction of incorporation or organization)

4, Marksistskaya Street
Moscow 109147
Russian Federation

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

PRESS RELEASE

MTS ANNOUNCES SUBSCRIBER GROWTH NUMBERS FOR JANUARY 2007

MOSCOW, RUSSIAN FEDERATION FEBRUARY 12, 2007 MOBILE TELESYSTEMS OJSC (MTS NYSE: MBT), THE LARGEST MOBILE PHONE OPERATOR IN RUSSIA AND THE CIS, ANNOUNCES THAT ITS CONSOLIDATED SUBSCRIBER BASE REACHED 73.41 MILLION USERS ON JANUARY 31, 2007.

During January 2007, MTS consolidated subscriber base increased by 0.55 million subscribers.

Subscribers (mln)	Jan 31, 2007	Dec 31, 2006	Growth Subs	%	Jan 31, 2006	Growth Subs	%
Total consolidated subscribers, end of period	73.41	72.86	0.55	0.8	% 59.50	13.91	23.4 %
Russia	51.20	51.22	-0.02	-0.04	% 44.88	6.32	14.1 %
Moscow and the Moscow region	11.27	11.21	0.06	0.5	% 10.17	1.10	10.8 %
St. Petersburg and the Leningrad region	2.68	2.69	-0.01	-0.5	% 2.51	0.17	6.7 %
Rest of Russia	37.26	37.32	-0.06	-0.2	% 32.21	5.05	15.7 %
Ukraine	20.50	20.00	0.50	2.5	% 13.95	6.55	47.0 %
Uzbekistan	1.52	1.45	0.07	4.9	% 0.60	0.92	153.4 %
Turkmenistan	0.19	0.18	0.01	1.9	% 0.07	0.12	167.5 %
MTS Belarus(1)	3.34	3.21	0.13	4.1	% 2.18	1.16	53.2 %

For further information, please contact:

Mobile TeleSystems, Moscow

Investor Relations

Tel: +7 495 223 2025

E-mail: ir@mts.ru

(1) MTS owns a 49% stake in Mobile TeleSystems LLC, a mobile operator in Belarus, which is not consolidated.

WWW.MTSGSM.COM

Mobile TeleSystems OJSC (MTS) is the largest mobile phone operator in Russia and the CIS. Together with its subsidiaries, the Company services over 73.41 million subscribers. The regions of Russia, as well as Belarus, Turkmenistan, Ukraine, and Uzbekistan, in which MTS and its associates and subsidiaries are licensed to provide GSM services, have a total population of more than 230 million. Since June 2000, MTS Level 3 ADRs have been listed on the New York Stock Exchange (ticker symbol MBT). Additional information about MTS can be found on MTS website at www1.mtsgsm.com.

Some of the information in this press release may contain projections or other forward-looking statements regarding future events or the future financial performance of MTS, as defined in the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. You can identify forward looking statements by terms such as expect, believe, anticipate, estimate, intend, will, could, may or might, and such terms or other similar expressions. We wish to caution you that these statements are only predictions and that actual events or results may differ materially. We do not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. We refer you to the documents MTS files from time to time with the U.S. Securities and Exchange Commission, specifically the Company's most recent Form 20-F. These documents contain and identify important factors, including those contained in the section captioned Risk Factors that could cause the actual results to differ materially from those contained in our projections or forward-looking statements, including, among others, potential fluctuations in quarterly results, our competitive environment, dependence on new service development and tariff structures, rapid technological and market change, acquisition strategy, risks associated with telecommunications infrastructure, risks associated with operating in Russia, volatility of stock price, financial risk management and future growth subject to risks.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MOBILE TELESYSTEMS OJSC

By: Leonid Melamed
Name: Leonid Melamed
Title: CEO

Date: **February 12, 2007**

4

OTHER 11000 BRISTOL MYERS SQUIBB CORP SOLE 88470 BRISTOL MYERS SQUIBB CORP SOLE 150
BRISTOL MYERS SQUIBB CORP DEFINED 140 BRISTOL MYERS SQUIBB CORP OTHER 54280
BURLINGTON RESOURCES INC SOLE 85461 BURLINGTON RESOURCES INC SOLE 900 BURLINGTON
RESOURCES INC OTHER 6858 BURLINGTON RESOURCES INC OTHER 7960 CACI INTL INC CL A SOLE
75410 CACI INTL INC CL A SOLE 506 CACI INTL INC CL A OTHER 2325 CACI INTL INC CL A OTHER
8000 CARDINAL HLTH INC SOLE 35099 CARDINAL HLTH INC SOLE 586 CARDINAL HLTH INC OTHER
2510 CARDINAL HLTH INC OTHER 15517 CARNIVAL CORP SOLE 98144 CARNIVAL CORP SOLE 2107
CARNIVAL CORP DEFINED 300 CARNIVAL CORP OTHER 7320 CARNIVAL CORP OTHER 15500
CATERPILLAR INC SOLE 23130 CATERPILLAR INC SOLE 50 CATERPILLAR INC OTHER 6167
CATERPILLAR INC DEF/OTH 2800 CHEVRONTEXACO CORP SOLE 34881 CHEVRONTEXACO CORP
SOLE 678 CHEVRONTEXACO CORP DEFINED 70 CHEVRONTEXACO CORP OTHER 11259
CHEVRONTEXACO CORP OTHER 500 CHEVRONTEXACO CORP DEF/OTH 1900 CHOICE SOLE 124703
CHOICE SOLE 808 CHOICE OTHER 4480 CHOICE OTHER 15600 CHURCH & DWIGHT INC SOLE 156621
CHURCH & DWIGHT INC SOLE 1904 CHURCH & DWIGHT INC OTHER 5779 CHURCH & DWIGHT INC
OTHER 17291 CINERGY CORP SOLE 53674 CINERGY CORP SOLE 4002 CINERGY CORP OTHER 22141
CINERGY CORP OTHER 14497 CINERGY CORP DEF/OTH 500 CISCO SYSTEMS INC SOLE 505822 CISCO
SYSTEMS INC SOLE 44907 CISCO SYSTEMS INC DEFINED 355 CISCO SYSTEMS INC OTHER 58569
CISCO SYSTEMS INC OTHER 23500 CISCO SYSTEMS INC DEF/OTH 8500 CINTAS CORP SOLE 17074
CINTAS CORP SOLE 350 CITIGROUP INC SOLE 261292 CITIGROUP INC SOLE 10604 CITIGROUP INC
DEFINED 140 CITIGROUP INC OTHER 38943 CITIGROUP INC OTHER 21401 CITIGROUP INC DEF/OTH
4200 COCA COLA CO SOLE 47394 COCA COLA CO SOLE 750 COCA COLA CO OTHER 7785 COCA COLA
CO OTHER 2000 COLGATE PALMOLIVE CO SOLE 61335 COLGATE PALMOLIVE CO SOLE 800 COLGATE
PALMOLIVE CO OTHER 5514 COLGATE PALMOLIVE CO OTHER 9895 CONAGRA FOODS INC SOLE
11238 CONAGRA FOODS INC DEFINED 1620 CONAGRA FOODS INC OTHER 945 CONSTELLATION
BRANDS INC SOLE 132924 CONSTELLATION BRANDS INC SOLE 1161 CONSTELLATION BRANDS INC
OTHER 10853 CONSTELLATION BRANDS INC OTHER 1531 DNP SOLE 9295 DNP OTHER 5870 DST SYS
INC SOLE 48113 DST SYS INC SOLE 2053 DST SYS INC OTHER 9395 DST SYS INC OTHER 9400
DANAHER CORP SOLE 66976 DANAHER CORP SOLE 1068 DANAHER CORP OTHER 7488 DANAHER
CORP OTHER 11794 DARDEN RESTAURANTS INC SOLE 23669 DARDEN RESTAURANTS INC SOLE
12600 DARDEN RESTAURANTS INC OTHER 3147 DARDEN RESTAURANTS INC OTHER 13800 DELL INC
SOLE 186088 DELL INC SOLE 8210 DELL INC OTHER 12278 DELL INC OTHER 22726 DELL INC DEF/OTH
1500 DENTSPLY INTL INC SOLE 20417 DENTSPLY INTL INC SOLE 445 DENTSPLY INTL INC OTHER 815
DENTSPLY INTL INC OTHER 6000 DIEBOLD INC SOLE 123348 DIEBOLD INC SOLE 1427 DIEBOLD INC

OTHER 10026 DIEBOLD INC OTHER 15226 DISNEY WALT CO SOLE 18080 DISNEY WALT CO SOLE 425
DISNEY WALT CO OTHER 5932 DISNEY WALT CO OTHER 1100 DISNEY WALT CO DEF/OTH 1000
DOVER CORP SOLE 15426 DOVER CORP SOLE 264 DOVER CORP OTHER 2204 DOVER CORP OTHER 500
DOVER CORP DEF/OTH 2000 DOW CHEM CO SOLE 16506 DOW CHEM CO OTHER 7930 DOW CHEM CO
OTHER 600 DU PONT E I DE NEMOURS & CO SOLE 29544 DU PONT E I DE NEMOURS & CO OTHER 6885
DU PONT E I DE NEMOURS & CO OTHER 600 EMC CORPORATION SOLE 249482 EMC CORPORATION
SOLE 5005 EMC CORPORATION DEFINED 700 EMC CORPORATION OTHER 22500 EMC CORPORATION
OTHER 445 EMC CORPORATION DEF/OTH 12000 EBAY INC SOLE 25870 EBAY INC SOLE 162 EBAY INC
OTHER 660 EBAY INC DEF/OTH 1700 ECOLAB INC SOLE 76995 ECOLAB INC SOLE 548 ECOLAB INC
OTHER 4020 ECOLAB INC OTHER 929 EMERSON ELEC CO SOLE 29722 EMERSON ELEC CO SOLE 850
EMERSON ELEC CO OTHER 1546 EMERSON ELEC CO OTHER 1000 EQUITY OFFICE PPTYS TR SOLE
172054 EQUITY OFFICE PPTYS TR SOLE 17567 EQUITY OFFICE PPTYS TR OTHER 10678 EQUITY OFFICE
PPTYS TR OTHER 24200 EXPEDITORS INTL WASH INC SOLE 105870 EXPEDITORS INTL WASH INC
SOLE 1758 EXPEDITORS INTL WASH INC OTHER 10645 EXPEDITORS INTL WASH INC OTHER 11339
EXPEDITORS INTL WASH INC DEF/OTH 1000 EXPRESS SCRIPTS INC SOLE 32425 EXPRESS SCRIPTS INC
SOLE 6164 EXPRESS SCRIPTS INC OTHER 2343 EXPRESS SCRIPTS INC OTHER 9794 EXPRESS SCRIPTS
INC DEF/OTH 700 EXXON MOBIL CORP SOLE 740889 EXXON MOBIL CORP SOLE 1190 EXXON MOBIL
CORP SOLE 27077 EXXON MOBIL CORP DEFINED 640 EXXON MOBIL CORP OTHER 166420 EXXON
MOBIL CORP OTHER 49236 EXXON MOBIL CORP DEF/OTH 4960 FPL GROUP INC SOLE 46815 FPL
GROUP INC SOLE 927 FPL GROUP INC OTHER 11638 FPL GROUP INC OTHER 1000 FAMILY DOLLAR
STORES SOLE 2664 FAMILY DOLLAR STORES SOLE 4635 FAMILY DOLLAR STORES OTHER 1312
FAMILY DOLLAR STORES OTHER 196 FED HOME LN MTG SOLE 43393 FED HOME LN MTG SOLE 700
FED HOME LN MTG OTHER 1938 FED HOME LN MTG OTHER 7300 FED NAT MTG ASSOC SOLE 17663
FED NAT MTG ASSOC OTHER 9325 FED NAT MTG ASSOC OTHER 4075 FED NAT MTG ASSOC DEF/OTH
3121 FEDERATED INVESTORS INC SOLE 37409 FEDERATED INVESTORS INC SOLE 6270 FEDERATED
INVESTORS INC OTHER 2375 FEDERATED INVESTORS INC OTHER 16400 FIDELITY SOLE 1278
FIDELITY OTHER 366 FIDELITY OTHER 11799 FIFTH THIRD BANCORP SOLE 99991 FIFTH THIRD
BANCORP SOLE 10186 FIFTH THIRD BANCORP OTHER 33458 FIFTH THIRD BANCORP OTHER 2240
FIRST DATA CORP SOLE 1109 FIRST DATA CORP OTHER 700 FIRST DATA CORP DEF/OTH 3800 1ST
FINL CORP SOLE 120417 1ST FINL CORP OTHER 25506 1ST FINL CORP OTHER 5832 FIRST MERCHANTS
CORP SOLE 4559 FIRST MERCHANTS CORP SOLE 1768 FIRST MERCHANTS CORP OTHER 3715 FIRST
MERCHANTS CORP OTHER 33498 FLORIDA SOLE 53857 FLORIDA SOLE 547 FLORIDA OTHER 3103
FLORIDA OTHER 13875 FOREST LABS INC SOLE 86809 FOREST LABS INC SOLE 4113 FOREST LABS INC
OTHER 2597 FOREST LABS INC DEF/OTH 500 FORTUNE BRANDS INC SOLE 10608 FORTUNE BRANDS
INC SOLE 113 FORTUNE BRANDS INC OTHER 2052 FORTUNE BRANDS INC OTHER 250 FORTUNE
BRANDS INC DEF/OTH 500 FRANKLIN RES INC SOLE 28369 FRANKLIN RES INC SOLE 550 FRANKLIN
RES INC OTHER 700 FREEPORT MCMORAN CORP SOLE 33799 FREEPORT MCMORAN CORP SOLE 175
FREEPORT MCMORAN CORP OTHER 1825 GENERAL DYNAMICS CORP SOLE 20471 GENERAL
DYNAMICS CORP SOLE 185 GENERAL DYNAMICS CORP OTHER 2741 GENERAL DYNAMICS CORP
OTHER 3425 GENERAL DYNAMICS CORP DEF/OTH 500 GEN ELEC CO SOLE 666163 GEN ELEC CO SOLE
32626 GEN ELEC CO DEFINED 1915 GEN ELEC CO DEFINED 1100 GEN ELEC CO OTHER 105308 GEN
ELEC CO OTHER 48444 GEN ELEC CO DEF/OTH 19400 GEN MTRS CORP SOLE 5035 GEN MTRS CORP
SOLE 200 GEN MTRS CORP OTHER 5624 GERMAN AMERN BANCORP SOLE 23199 GERMAN AMERN
BANCORP SOLE 2719 GERMAN AMERN BANCORP OTHER 105 GERMAN AMERN BANCORP OTHER 288
GILLETTE SOLE 18605 GILLETTE OTHER 8228 GLAXOSMITHKLINE PLC SOLE 11723
GLAXOSMITHKLINE PLC SOLE 400 GLAXOSMITHKLINE PLC OTHER 2554 GLAXOSMITHKLINE PLC
OTHER 666 GOLDMAN SACHS SOLE 72585 GOLDMAN SACHS SOLE 974 GOLDMAN SACHS OTHER 5098
GOLDMAN SACHS OTHER 725 GUIDANT CORP SOLE 5194 GUIDANT CORP SOLE 5400 GUIDANT CORP
OTHER 586 HARLEY DAVIDSON INC SOLE 35061 HARLEY DAVIDSON INC SOLE 560 HARLEY
DAVIDSON INC OTHER 825 HARLEY DAVIDSON INC OTHER 12375 HARLEY DAVIDSON INC DEF/OTH
600 HARRAH'S ENTNT INC SOLE 41918 HARRAH'S ENTNT INC SOLE 440 HARRAH'S ENTNT INC OTHER

2655 HARRAH'S ENTNT INC OTHER 1000 HEALTH MGMT ASSOC INC SOLE 159968 HEALTH MGMT ASSOC INC SOLE 31160 HEALTH MGMT ASSOC INC OTHER 15808 HEALTH MGMT ASSOC INC OTHER 20700 HEWLETT PACKARD CO SOLE 96277 HEWLETT PACKARD CO SOLE 785 HEWLETT PACKARD CO OTHER 20921 HEWLETT PACKARD CO OTHER 27907 HEWLETT PACKARD CO DEF/OTH 6400 HILLENBRAND INDUSTRIES INC SOLE 5500 HILLENBRAND INDUSTRIES INC OTHER 800 HOME DEPOT INC SOLE 62169 HOME DEPOT INC SOLE 12900 HOME DEPOT INC DEFINED 450 HOME DEPOT INC OTHER 10973 HOME DEPOT INC OTHER 500 HOME DEPOT INC DEF/OTH 6500 IL SOLE 98950 IL SOLE 5782 IL DEFINED 100 IL OTHER 5248 IL OTHER 13805 IL DEF/OTH 1000 IMPERIAL PETROLEUM INC OTHER 300000 ING GROUP N V SOLE 15000 INTEL CORP SOLE 448926 INTEL CORP SOLE 24834 INTEL CORP DEFINED 800 INTEL CORP OTHER 68072 INTEL CORP OTHER 37827 INTEL CORP DEF/OTH 15200 INTEGRA BK CORP SOLE 19138 INTEGRA BK CORP SOLE 2712 INTEGRA BK CORP DEFINED 300 INTEGRA BK CORP OTHER 15443 INTEGRA BK CORP OTHER 915 INTL BUSINESS MACHS CORP SOLE 49049 INTL BUSINESS MACHS CORP SOLE 1442 INTL BUSINESS MACHS CORP DEFINED 400 INTL BUSINESS MACHS CORP OTHER 9287 INTL BUSINESS MACHS CORP OTHER 9592 INTL BUSINESS MACHS CORP DEF/OTH 1200 INTL GAME TECH SOLE 16835 INTL GAME TECH SOLE 100 INTL GAME TECH OTHER 2550 INTL PAPER CO SOLE 122522 INTL PAPER CO OTHER 2048 INTL PAPER CO OTHER 244 ISHARES SOLE 32135 ISHARES SOLE 8921 ISHARES SOLE 121 ISHARES OTHER 470 JP MORGAN CHASE & CO SOLE 172515 JP MORGAN CHASE & CO SOLE 7957 JP MORGAN CHASE & CO OTHER 14330 JACOBS ENGR GROUP INC SOLE 101425 JACOBS ENGR GROUP INC SOLE 3189 JACOBS ENGR GROUP INC OTHER 4670 JACOBS ENGR GROUP INC OTHER 10794 JARDEN SOLE 8200 JARDEN DEFINED 30000 JARDEN OTHER 550 JARDEN DEF/OTH 22000 JEFFERSON PILOT CORP SOLE 58571 JEFFERSON PILOT CORP SOLE 2773 JEFFERSON PILOT CORP OTHER 8827 JEFFERSON PILOT CORP OTHER 16475 JEFFERSON PILOT CORP DEF/OTH 1350 JOHNSON & JOHNSON SOLE 214356 JOHNSON & JOHNSON SOLE 12722 JOHNSON & JOHNSON DEFINED 130 JOHNSON & JOHNSON OTHER 37284 JOHNSON & JOHNSON OTHER 22875 JOHNSON & JOHNSON DEF/OTH 1900 JOHNSON CTLS INC SOLE 65627 JOHNSON CTLS INC SOLE 968 JOHNSON CTLS INC OTHER 5070 JOHNSON CTLS INC OTHER 22850 JOHNSON CTLS INC DEF/OTH 800 KEYCORP SOLE 15820 KIMBALL INTL INC SOLE 43783 KIMBALL INTL INC SOLE 7564 KIMBALL INTL INC OTHER 308 KIMBALL INTL INC SOLE 76496 KIMBALL INTL INC SOLE 1500 KIMBERLY CLARK CORP SOLE 901 KIMBERLY CLARK CORP OTHER 1325 KIMBERLY CLARK CORP DEF/OTH 4000 KINDER MORGAN ENERGY PARTNERS LP SOLE 8800 KINDER MORGAN ENERGY PARTNERS LP OTHER 1400 KOHLS CORP SOLE 77170 KOHLS CORP SOLE 10784 KOHLS CORP DEFINED 150 KOHLS CORP OTHER 7777 KOHLS CORP OTHER 3273 KOHLS CORP DEF/OTH 900 L-3 COMMUNICATIONS HLDGS INC SOLE 125204 L-3 COMMUNICATIONS HLDGS INC SOLE 1815 L-3 COMMUNICATIONS HLDGS INC OTHER 4786 L-3 COMMUNICATIONS HLDGS INC OTHER 8500 L-3 COMMUNICATIONS HLDGS INC DEF/OTH 2700 LANCASTER COLONY CORP SOLE 6050 LANCASTER COLONY CORP OTHER 9000 LEGG MASON INC SOLE 37205 LEGG MASON INC SOLE 845 LEGG MASON INC DEFINED 400 LEGG MASON INC OTHER 2200 LEGG MASON INC OTHER 3500 LEXMARK INTL INC SOLE 1535 LEXMARK INTL INC OTHER 2500 LILLY ELI & CO SOLE 84031 LILLY ELI & CO SOLE 2000 LILLY ELI & CO DEFINED 1152 LILLY ELI & CO OTHER 22883 LILLY ELI & CO OTHER 800 LILLY ELI & CO OTHER 11960 LILLY ELI & CO DEF/OTH 2600 LIMITED BRANDS SOLE 100483 LIMITED BRANDS SOLE 1437 LIMITED BRANDS OTHER 11481 LIMITED BRANDS OTHER 500 LIMITED BRANDS DEF/OTH 5600 LINCARE HOLDINGS INC SOLE 27725 LINCARE HOLDINGS INC SOLE 6214 LINCARE HOLDINGS INC OTHER 3760 LINCARE HOLDINGS INC OTHER 15600 LINCARE HOLDINGS INC DEF/OTH 1200 LINCOLN NATL CORP SOLE 25790 LINCOLN NATL CORP DEFINED 557 LINCOLN NATL CORP OTHER 32038 LINEAR TECHNOLOGY CORP SOLE 39420 LINEAR TECHNOLOGY CORP SOLE 17556 LINEAR TECHNOLOGY CORP OTHER 4755 LINEAR TECHNOLOGY CORP OTHER 3500 LIZ CLAIBORNE INC SOLE 58042 LIZ CLAIBORNE INC SOLE 391 LIZ CLAIBORNE INC OTHER 4430 LIZ CLAIBORNE INC OTHER 11550 LOWE'S COMPANIES INC SOLE 189403 LOWE'S COMPANIES INC SOLE 13829 LOWE'S COMPANIES INC OTHER 20353 LOWE'S COMPANIES INC OTHER 12610 LOWE'S COMPANIES INC DEF/OTH 1000 MBIA INC SOLE 51233 MBIA INC SOLE 7556 MBIA INC OTHER 3823 MBIA INC OTHER 8000 MBNA CORP SOLE 187425 MBNA CORP SOLE 2101 MBNA CORP OTHER 10037 MBNA CORP OTHER

27050 MDU RESOURCES SOLE 3375 MDU RESOURCES OTHER 64224 MGIC INVT CORP SOLE 1556 MGIC
 INVT CORP SOLE 3511 MGIC INVT CORP OTHER 286 MANULIFE FINL CORP SOLE 22885 MANULIFE
 FINL CORP OTHER 1209 MARSH SUPERMARKETS INC OTHER 59194 MARSH SUPERMARKETS INC
 OTHER 78016 MCDONALDS CORP SOLE 55865 MCDONALDS CORP SOLE 800 MCDONALDS CORP
 OTHER 1750 MCDONALDS CORP DEF/OTH 5000 MCGRAW HILL COS INC SOLE 32199 MCGRAW HILL
 COS INC SOLE 706 MCGRAW HILL COS INC DEFINED 100 MCGRAW HILL COS INC OTHER 3097
 MCGRAW HILL COS INC OTHER 8435 MEDTRONIC INC SOLE 95426 MEDTRONIC INC SOLE 9360
 MEDTRONIC INC OTHER 15563 MEDTRONIC INC OTHER 13891 MEDTRONIC INC DEF/OTH 1000 MERCK
 & CO INC SOLE 55939 MERCK & CO INC SOLE 720 MERCK & CO INC OTHER 5903 MERCK & CO INC
 OTHER 50 MERCK & CO INC DEF/OTH 3500 MERRILL LYNCH & CO INC SOLE 690 MERRILL LYNCH &
 CO INC OTHER 70460 MICROSOFT CORP SOLE 409912 MICROSOFT CORP SOLE 33018 MICROSOFT
 CORP OTHER 61129 MICROSOFT CORP OTHER 39706 MICROSOFT CORP DEF/OTH 4400 S&P 400
 MIDCAP TR SOLE 39040 S&P 400 MIDCAP TR SOLE 29100 S&P 400 MIDCAP TR OTHER 7680 S&P 400
 MIDCAP TR OTHER 16176 MOHAWK INDS INC SOLE 20045 MOHAWK INDS INC SOLE 225 MOHAWK
 INDS INC OTHER 1025 MORGAN STANLEY SOLE 1968 MORGAN STANLEY SOLE 234 MORGAN
 STANLEY DEF/OTH 3000 MUTUALFIRST FINL INC SOLE 100 MUTUALFIRST FINL INC SOLE 50
 MUTUALFIRST FINL INC DEFINED 25700 MUTUALFIRST FINL INC OTHER 1000 NATL CITY CORP SOLE
 49512 NATL CITY CORP DEFINED 7660 NATL CITY CORP OTHER 1000 NATL CITY CORP OTHER 323117
 NATIONAL FUEL GAS CO SOLE 82802 NATIONAL FUEL GAS CO SOLE 404 NATIONAL FUEL GAS CO
 DEFINED 280 NATIONAL FUEL GAS CO OTHER 5366 NATIONAL FUEL GAS CO OTHER 21876
 NATIONAL FUEL GAS CO DEF/OTH 800 NEWMONT MNG CORP SOLE 68060 NEWMONT MNG CORP
 SOLE 1205 NEWMONT MNG CORP DEFINED 600 NEWMONT MNG CORP OTHER 4893 NEWMONT MNG
 CORP OTHER 6300 NEXTEL COMMUNICATIONS INC SOLE 52905 NEXTEL COMMUNICATIONS INC
 SOLE 205 NEXTEL COMMUNICATIONS INC OTHER 5745 NEXTEL COMMUNICATIONS INC OTHER 7000
 NISOURCE INC SOLE 9015 NISOURCE INC OTHER 1504 NOKIA CORP SOLE 45129 NOKIA CORP SOLE
 1850 NOKIA CORP OTHER 1100 NOBLE SOLE 21815 NOBLE SOLE 595 NOBLE OTHER 400 NORFOLK
 SOUTHERN CORP SOLE 13247 NORFOLK SOUTHERN CORP OTHER 908 NORFOLK SOUTHERN CORP
 DEF/OTH 7500 NORTHERN STS PWR CO SOLE 15000 NORTHERN TRUST CORP SOLE 8884 NORTHERN
 TRUST CORP SOLE 4480 NORTHERN TRUST CORP OTHER 400 NORTHERN TRUST CORP OTHER 5250
 ONB CAP TRUST I SOLE 7201 ONB CAP TRUST I OTHER 19190 ONB CAP TRUST I OTHER 4000 ONB CAP
 TR II 8% PFD SOLE 6666 ONB CAP TR II 8% PFD SOLE 375 ONB CAP TR II 8% PFD OTHER 11830 OLD
 NATL BANCORP SOLE 705839 OLD NATL BANCORP SOLE 1651193 OLD NATL BANCORP DEFINED 1274
 OLD NATL BANCORP DEFINED 5479 OLD NATL BANCORP OTHER 366115 OLD NATL BANCORP OTHER
 33954 OLD NATL BANCORP OTHER 697254 PNC FINL SVCS GROUP SOLE 7387 PNC FINL SVCS GROUP
 SOLE 350 PNC FINL SVCS GROUP OTHER 300 PPG INDS INC SOLE 4300 PPG INDS INC OTHER 3008
 PANAMERICAN BANCORP OTHER 10000 PAYCHEX INC SOLE 33986 PAYCHEX INC SOLE 6397
 PAYCHEX INC DEFINED 337 PAYCHEX INC OTHER 1000 PAYCHEX INC OTHER 22000 PEPSIAMERICAS
 INC SOLE 10745 PEPSICO INC SOLE 235316 PEPSICO INC SOLE 9880 PEPSICO INC OTHER 24175 PEPSICO
 INC OTHER 14760 PEPSICO INC DEF/OTH 7000 PFIZER INC SOLE 299221 PFIZER INC SOLE 15509 PFIZER
 INC DEFINED 1050 PFIZER INC OTHER 53182 PFIZER INC OTHER 27929 PFIZER INC DEF/OTH 8899 POGO
 PRODUCING CO SOLE 104902 POGO PRODUCING CO SOLE 1997 POGO PRODUCING CO DEFINED 400
 POGO PRODUCING CO OTHER 4376 PRAXAIR INC SOLE 77188 PRAXAIR INC SOLE 746 PRAXAIR INC
 OTHER 6991 PRAXAIR INC OTHER 15214 T ROWE PRICE GROUP INC SOLE 40868 T ROWE PRICE
 GROUP INC SOLE 925 T ROWE PRICE GROUP INC OTHER 2160 T ROWE PRICE GROUP INC OTHER 6850
 PROCTER & GAMBLE CO SOLE 18597 PROCTER & GAMBLE CO SOLE 2455 PROCTER & GAMBLE CO
 DEFINED 75 PROCTER & GAMBLE CO OTHER 2681 PROCTER & GAMBLE CO OTHER 6421 PROCTER &
 GAMBLE CO DEF/OTH 1000 PRUDENTIAL FINL INC SOLE 11615 QUALCOMM INC SOLE 127042
 QUALCOMM INC SOLE 1556 QUALCOMM INC OTHER 4456 QUALCOMM INC OTHER 16030 QUESTAR
 CORP OTHER 14000 ROYAL DUTCH PETE CO SOLE 41785 ROYAL DUTCH PETE CO SOLE 2624 ROYAL
 DUTCH PETE CO OTHER 3202 ROYAL DUTCH PETE CO OTHER 9777 ROYAL DUTCH PETE CO DEF/OTH
 1800 SBC COMMUNICATIONS INC SOLE 53511 SBC COMMUNICATIONS INC SOLE 1452 SBC

COMMUNICATIONS INC OTHER 55311 SBC COMMUNICATIONS INC OTHER 1233 SBC
COMMUNICATIONS INC DEF/OTH 12000 SPDR TR UNIT SER 1 SOLE 62920 SPDR TR UNIT SER 1 SOLE
17639 SPDR TR UNIT SER 1 OTHER 6797 SPDR TR UNIT SER 1 OTHER 14503 SARA LEE CORP SOLE 22123
SARA LEE CORP SOLE 4400 SARA LEE CORP OTHER 2000 SARA LEE CORP DEF/OTH 9000
SCHLUMBERGER LTD SOLE 2365 SCHLUMBERGER LTD OTHER 1014 SCHLUMBERGER LTD OTHER
827 SCHLUMBERGER LTD DEF/OTH 2400 AMEX SOLE 32730 AMEX OTHER 10000 AMEX SOLE 14075
AMEX SOLE 100 AMEX OTHER 2341 AMEX OTHER 15000 AMEX SOLE 6690 AMEX SOLE 103116 AMEX
SOLE 2755 AMEX OTHER 1500 AMEX OTHER 11000 AMEX SOLE 8770 AMEX OTHER 4450 AMEX OTHER
10000 AMEX SOLE 298568 AMEX SOLE 5110 AMEX OTHER 11676 AMEX OTHER 38500 SIEBEL SYS INC
SOLE 12257 SIEBEL SYS INC OTHER 138 SIGMA ALDRICH CORP SOLE 27600 SIGMA ALDRICH CORP
SOLE 483 SIGMA ALDRICH CORP OTHER 953 SIGMA ALDRICH CORP OTHER 8250 SMITH INTL INC
SOLE 58005 SMITH INTL INC SOLE 1440 SMITH INTL INC OTHER 13839 SMITH INTL INC OTHER 10500
SOUTHERN CO SOLE 6204 SOUTHERN CO OTHER 3600 SOUTHERN CO OTHER 500 SOUTHTRUST CORP
SOLE 290253 SOUTHTRUST CORP SOLE 7135 SOUTHTRUST CORP OTHER 9824 SOUTHTRUST CORP
OTHER 18315 SOUTHTRUST CORP DEF/OTH 2500 STAPLES INC SOLE 101881 STAPLES INC SOLE 1965
STAPLES INC OTHER 5277 STATE STR CORP SOLE 136935 STATE STR CORP SOLE 17956 STATE STR
CORP OTHER 17948 STATE STR CORP OTHER 7550 STRYKER CORP SOLE 66513 STRYKER CORP SOLE
744 STRYKER CORP DEFINED 300 STRYKER CORP OTHER 2413 STRYKER CORP OTHER 8500 STRYKER
CORP DEF/OTH 600 SUN LIFE SOLE 14148 SUNGARD DATA SYSTEM SOLE 39927 SUNGARD DATA
SYSTEM SOLE 9351 SUNGARD DATA SYSTEM OTHER 2025 SUNGARD DATA SYSTEM OTHER 20500
SUNGARD DATA SYSTEM DEF/OTH 1300 SYMANTEC CORP SOLE 206455 SYMANTEC CORP SOLE 9803
SYMANTEC CORP OTHER 14086 SYMANTEC CORP OTHER 20156 SYNOVUS FINL CORP SOLE 21491
SYNOVUS FINL CORP OTHER 1025 SYSCO CORP SOLE 136987 SYSCO CORP SOLE 11363 SYSCO CORP
OTHER 13579 SYSCO CORP OTHER 27800 SYSCO CORP DEF/OTH 3500 TJX CO INC SOLE 139860 TJX CO
INC SOLE 1206 TJX CO INC OTHER 18246 TJX CO INC OTHER 34600 TJX CO INC DEF/OTH 4500 TAKE 2
INTERACTIVE SOFTWARE INC SOLE 127022 TAKE 2 INTERACTIVE SOFTWARE INC SOLE 2197 TAKE 2
INTERACTIVE SOFTWARE INC OTHER 3225 TAKE 2 INTERACTIVE SOFTWARE INC OTHER 1000
TARGET CORP SOLE 32804 TARGET CORP SOLE 6926 TARGET CORP OTHER 2590 TARGET CORP
OTHER 8000 TARGET CORP DEF/OTH 3100 THERMO ELECTRON CORP SOLE 59424 THERMO
ELECTRON CORP SOLE 1330 THERMO ELECTRON CORP OTHER 1120 THERMO ELECTRON CORP
OTHER 400 3M SOLE 96947 3M SOLE 5742 3M DEFINED 106 3M OTHER 16904 3M OTHER 900 3M
DEF/OTH 5000 US BANCORP DE NEW SOLE 269100 US BANCORP DE NEW SOLE 13582 US BANCORP DE
NEW OTHER 20900 US BANCORP DE NEW OTHER 29900 US BANCORP DE NEW DEF/OTH 1500 UNION
PACIFIC CORP SOLE 300 UNION PACIFIC CORP SOLE 200 UNION PACIFIC CORP OTHER 3000 UNION
PACIFIC CORP OTHER 600 UN PLANTERS CORP SOLE 12975 UN PLANTERS CORP OTHER 2766 UN
PLANTERS CORP OTHER 2520 UNITED TECH CORP SOLE 71003 UNITED TECH CORP SOLE 8172
UNITED TECH CORP OTHER 12852 UNITED TECH CORP OTHER 960 UNITED TECH CORP OTHER 8086
UNITED TECH CORP DEF/OTH 4160 VECTREN UTIL HLDG SOLE 3700 VECTREN UTIL HLDG OTHER
4000 VECTREN CORP SOLE 371575 VECTREN CORP DEFINED 906 VECTREN CORP OTHER 71160
VECTREN CORP OTHER 1065 VANGUARD OTHER 2053 VERIZON COMMUNICATIONS SOLE 68565
VERIZON COMMUNICATIONS SOLE 8530 VERIZON COMMUNICATIONS OTHER 23773 VERIZON
COMMUNICATIONS OTHER 4661 VERIZON COMMUNICATIONS DEF/OTH 5000 VIACOM INC SOLE 1646
VIACOM INC OTHER 2580 VIACOM INC DEF/OTH 1500 WACHOVIA CORP SOLE 6072 WACHOVIA CORP
SOLE 200 WACHOVIA CORP OTHER 2255 WACHOVIA CORP DEF/OTH 300 WALMART STORES INC
SOLE 126713 WALMART STORES INC SOLE 1572 WALMART STORES INC DEFINED 700 WALMART
STORES INC OTHER 12390 WALMART STORES INC OTHER 1700 WALMART STORES INC DEF/OTH 5000
WALGREEN CO SOLE 54492 WALGREEN CO SOLE 1625 WALGREEN CO DEFINED 300 WALGREEN CO
OTHER 18873 WALGREEN CO OTHER 5000 WALGREEN CO DEF/OTH 2000 WASHINGTON MUT INC
DEF/OTH 5025 WELLS FARGO & CO SOLE 10747 WELLS FARGO & CO OTHER 2475 WELLS FARGO & CO
DEF/OTH 6500 WESTWOOD ONE INC SOLE 73429 WESTWOOD ONE INC SOLE 1675 WESTWOOD ONE
INC OTHER 4690 WESTWOOD ONE INC OTHER 2700 WHIRLPOOL CORP SOLE 22518 WHIRLPOOL CORP

OTHER 3600 WRIGLEY (WM) JR SOLE 400 WRIGLEY (WM) JR OTHER 11050 WYETH SOLE 25284 WYETH
DEFINED 150 WYETH OTHER 13244 YUM SOLE 14686 ZIMMER HLDGS INC SOLE 10963 ZIMMER HLDGS
INC DEFINED 54 ZIMMER HLDGS INC OTHER 4810 ZIMMER HLDGS INC DEF/OTH 5500 CMNTY BK OF
WEST KY SOLE 23000 ADVANCED MICRO ELECTRS SOLE 400000 MED TECH CORP SOLE 20000 MAX
COOPRIDER FARM INC SOLE 845 MAXON CORP SOLE 47000 MAXON CORP UNRESTRICTED SOLE
14972 MAXON CORP UNRESTRICTED OTHER 2000 MEEKS MORTUARY INC SOLE 820 MINNETRISTA
CORP SOLE 40703 MINNETRISTA CORP DEF/OTH 3052 NOBLE'S SUPERMARKET INC OTHER 256
ONTARIO CORP SOLE 34786 ONTARIO CORP OTHER 7400 WABASH COFFEE INC OTHER 66 WABASH
COFFEE INC OTHER 27 CRESCENT PLASTICS INC OTHER 54000 CRESLINE PLASTIC PIP CO INC OTHER
540000 FT SACKVILLE WHSE OTHER 2100 FT SACKVILLE WHSE OTHER 1050 ROYAL GIFT STAMPS
OTHER 417 ROYAL GIFT STAMPS OTHER 206 R & W RLTY CORP OTHER 735 R & W RLTY CORP OTHER
393 TRAYLOR BROS INC SOLE 9000 CHARLIE QUINN LMBR CO SOLE 439 JOFCO INC SOLE 70 JOFCO
INC SOLE 3 LEE EQUIP CO OTHER 1060 SMALL FARMS INC SOLE 211 INWOOD OFFICE FURNITURE
INC SOLE 76 FREEDOM BK DALE IN SOLE 18000 ACORN SVC GROUP INC SOLE 25000 M & J RLTY
OTHER 90693 GENERAL TOOL & DIE CORP OTHER 90 EAGLE CONSTR & DEV CORP-48% INT SOLE 1
EMPLOYERS SEC (MEIS VENTURES) OTHER 50000 EMPLOYERS SEC HLDG CO OTHER 42234
EMPLOYERS SEC (MEIS VENTURES) OTHER 129101 EVEREST RE GROUP LTD SOLE 5476 EVEREST RE
GROUP LTD SOLE 80 EVEREST RE GROUP LTD OTHER 413 EVEREST RE GROUP LTD OTHER 5000
INGERSOLL SOLE 61915 INGERSOLL SOLE 920 INGERSOLL OTHER 3525 INGERSOLL OTHER 8300
PROTHERICS PLC SOLE 14015 FLEXTRONICS INTL LTD SOLE 10774 FLEXTRONICS INTL LTD OTHER
2286