Wolking Christopher A Form 4 January 03, 2018

FORM 4

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

OMB 3235-0287 Number:

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

OLD NATIONAL BANCORP /IN/

Symbol

response... 0.5

See Instruction 1(b).

STOCK

(Print or Type Responses)

Wolking Christopher A

1. Name and Address of Reporting Person *

					[ONB]					(Check all applicable)			
	(Last) ONE MAIN S	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 12/29/2017				Director 10% Owner Self-in the control of the contr					
(Street)			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						
EVANSVILLE, IN 47708								Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquire								quired, Disposed	iired, Disposed of, or Beneficially Owned				
	1.Title of Security (Instr. 3)	2. Transaction 1 (Month/Day/Ye	ear) Execut any	emed ion Date, if n/Day/Year)	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D) 4 and 5 (A) or		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)		
	COMMON STOCK								95,228	D (2)			
	COMMON STOCK								1,600	D (6)			
	COMMON STOCK								535	I	GAIL S WOLKING - SPOUSE		
	COMMON STOCK								2,733	D (5)			
	COMMON STOCK								8,391	I (3)	ONB KSOP		

COMMON STOCK

1,482

 $D^{(4)}$

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(7)

(7)

(9-02)

8. F Dei Sec (Ins

 $2^{(1)}$

STOCK

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. Transac Code (Instr. 8	Securities Acquired (A) or Disposed			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		{ } (
					Code	of (D) (Instr. 3, 4, and 5) V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	PHANTOM	\$ 17.45	12/20/2017		D	2	(7)	(7)	COMMON	2 (1)	

Reporting Owners

(1)

Relationships Reporting Owner Name / Address

12/29/2017

Other Director 10% Owner Officer

P

Wolking Christopher A ONE MAIN ST

SEVP - CAPITAL MARKETS

2

EVANSVILLE, IN 47708

Signatures

STOCK

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT

01/03/2018

**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).
- Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

(2)

Reporting Owners 2

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Includes 38,250 restricted stock units, 8,084 restricted stock shares and 50,394 shares of common stock. Fractional amounts have been rounded to the nearest whole number.

- (3) KSOP balance updated based upon current data.
- (4) Old National Bancorp Employee Stock Purchase Plan.
- (5) Shares held with a broker.
- (6) Shares held with ONB Investments
- (7) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.