

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 Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
Hinton, Michael R.			Old National Bancorp ONB			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)								
Executive Vice President Evansville Regional Executive														
(Last)	(First)	(Middle)	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)							
	10900 Browning Road				November 2002									
(Street)					5. If Amendment, Date of Original (Month//Day/Year)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person							
Evansville, IN 47711														
(City) (State) (Zip)			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 (Month/Day/Year)	Code (Instr. 4)	V	Amount	(A) or (D)	Price	Owned or Reported Transaction(s)	Indirect (Instr. 4)	
					9,544.164	D		
11/07/02	L	V	4.176	A	23.9458	I1		
					18,452.723	I2		
					977.891	I3		
					803.000	I4		
					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. 4)	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 of Derivative Security (Instr. 3 and 5)	9. Ownership of Derivative Security (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.

