

STANLEY KELLY N
Form 4
December 19, 2002

FORM 4

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)

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

OMB APPROVAL
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0

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)								
Stanley, Kelly N.			Old National Bancorp ONB			<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)								
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year								
123 E Adams Street						February 2001								
(Street)						5. If Amendment, Date of Original (Month//Day/Year)								
Muncie, IN 47305						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)			2A. Deemed Election Date (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		6. Ownership		7. Nature of Ownership	

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	Day/Year	Year	Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	or (I) (Instr. 4)	Instr.
Common stock	01/30/01		J	V	549.000	A		11,546.000	D	
Common stock	01/30/01		J	V	98.400	A		2,066.400	D1	
Common stock	01/30/01		J	V	57.750	A		1,219.785	D2	
Common stock	01/30/01		J	V	7.850	A		164.850	I3	
J Received pursuant to a stock dividend paid on Old National Bancorp Common Stock										
D Kelly N Stanley										
D1 Kelly N Stanley broker held										
D2 Kelly N Stanley IRA broker held										
I3 Donna M Stanley IRA broker held										

FORM 4 (continued)		Table II ` Derivative Securities Acquired, Disposed of (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/Date/Year)	3A. Deemed Execution Date, if any (Month/Date/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	

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				4 and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)				
Director Stock Option (Right to buy)	\$12.15	3/10/00		J(1)		5,512		Immed.	5/1/06	Common stock	5,512
Director Stock Option (Right to buy)	\$13.51	3/10/00		J(1)		5,512		Immed.	5/1/07	Common stock	5,512
Director Stock Option (Right to buy)	\$20.86	3/10/00		J(1)		5,512		Immed.	5/1/08	Common stock	5,512
Director Stock Option (Right to buy)	\$14.47	3/10/00		J(1)		3,032		Immed.	5/1/09	Common stock	3,032

Explanation of Responses:

(1) Stock options received in connection with merger of ANB Corporation into Old National Bancorp in exchange for stock of

**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