

CLAYTON THOMAS F
Form 4
February 10, 2003

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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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)

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)																					
Clayton, Thomas F.		Old National Bancorp ONB		<table border="1"> <tr> <td></td> <td>Director</td> <td></td> <td>10% O</td> <td colspan="2"></td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td></td> <td>Other (specify below)</td> <td colspan="2"></td> </tr> <tr> <td colspan="6">Executive Vice President</td> </tr> </table>					Director		10% O			X	Officer (give title below)		Other (specify below)			Executive Vice President					
	Director		10% O																						
X	Officer (give title below)		Other (specify below)																						
Executive Vice President																									
(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)																			
				January 10, 2003																					
(Street)			5. If Amendment, Date of Original (Month//Day/Year)	X		Form filed by One Reporting Person																			
Evansville, IN 47715						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)	2. Transaction Date (Month/Day/Year)	2A. Deemed Election Date, if any (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 Reported	6. Ownership or	7. Relationship to Issuer (Instr. 3)																
				Amount	(A)	Price	(D) Own	Direct																	

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		Year)				or (D)		Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common stock	01/27/03		J	V	63.497	A		1,333.434	D	
Common stock	01/27/03		J	V	51.956	A		1,091.068	I1	
Common stock	01/27/03		J	V	54.636	A		1,147.350	I2	
Common stock								10,747.838	I3	
Common stock	01/10/03		L	V	8.440	A	23.7252	13,328.800	I4	
	01/27/03		J	V	634.303	A				
J Shrs recd pursuant to stock dividend on ONB common stock with a record date of 1/6/2003										
D Thomas F Clayton										
I1 T F Clayton CF Laurel Jane Clayton										
I2 T F Clayton CF Patricia Carter Clayton										
I3 ONB Emp Savings and Profit Sharing Plan										
I4 Susan Clayton spouse										

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, conversions)						
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, 4)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	

**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