

HINTON MICHAEL R
 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)											
Hinton, Michael R.			Old National Bancorp ONB			<table border="1"> <tr> <td></td> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">Executive Vice President Evansville Regional Executive</td> </tr> </table>				Director	10% Owner	X	Officer (give title below)	Other (specify below)	Executive Vice President Evansville Regional Executive		
	Director	10% Owner															
X	Officer (give title below)	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											
10900 Browning Road						January 10, 2003											
(Street)			5. If Amendment, Date of Original (Month//Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)											
Evansville, IN 47711						<table border="1"> <tr> <td>X</td> <td>Form filed by One Reporting Person</td> </tr> <tr> <td></td> <td>Form filed by More than One Reporting Person</td> </tr> </table>			X	Form filed by One Reporting Person		Form filed by More than One Reporting Person					
X	Form filed by One Reporting Person																
	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. 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		7. Nature of Ownership: Indirect 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)
Common stock	01/27/03	J	V	443.912	A	9,322.150	D	
Common stock	01/10/03	L	V	4.215	A	23.726	I1	
	01/27/03	J	V	28.864	A			
Common stock						19,655.493	I2	
Common stock	01/27/03	J	V	49.274	A	1,034.755	I3	
Common stock	01/27/03	J	V	40.000	A	843.000	I4	
Common stock	01/27/03	J	V	389.900	A		8,187.900	
J Shrs recd pursuant to stock dividend on ONB								
common stock with a record date of 1/6/2003								
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								

FORM 4 (continued)		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	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired or Disposed of (A) or (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or \$ Value of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned or Reported Following Transaction(s) (Instr. 6)	10. Ownership of Derivative Security (Instr. 7)

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		Year)	(Month/ Date/Year)		(Instr. 3, 4 and 5)		Date	Expiration Date	Title	Amount or Number of Shares	Reported Transactions	
			Code	V	(A)	(D)					(Instr. 4)	(Instr. 4)
Employee Stock Option	\$23.9365	6/27/01	A	V			(1)	6/27/2011	common stock	78,057	N/A	Direct (D)
Right to Buy					78,057							
Employee Stock Option	\$23.9365	6/27/01	A	V			(2)	6/27/2011	common stock	14,433	N/A	Direct (D)
Right to Buy					14,433							
Employee Stock Option	\$22.6952	1/22/02	A	V			(3)	1/22/2012	common stock	87,150	N/A	Direct (D)
Right to Buy					87,150							

Explanation of Responses:

(1) The Option vests in 4 equal annual installments beginning on February 1, 2002.* (*) Subject to Accelerated Vesting in Certain Circumstances.

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(2) The Option is Immediately Exercisable.

(3) The Option vests in 4 equal annual installments beginning on January 22, 2003.* (*) Subject to Accelerated Vesting in Certain Circumstances.

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		**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