

CLAYTON THOMAS F
 Form 4
 February 24, 2003

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)											
Clayton, Thomas F.		Old National Bancorp ONB				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)								
					February 6, 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)		2A. Deemed Exemption Date (Month/Day/Year)		2. Transaction 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 Reporting Person (Instr. 3)	
								Amount (A) Price				Direct (D) or Indirect (I)		Ownership or Beneficial Ownership (Instr. 3)	

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		Year)				or (D)	Transaction(s) (Instr. 3 and 4)		(1) (Instr. 4)		
Common stock	02/06/03		L	V	8.686	A		1,342.120	D		
Common stock								0.000	I1		
Common stock								1,147.350	I2		
Common stock								10,747.838	I3		
Common stock								13,328.800	I4		
D Thomas F Clayton											
I1 T F Clayton CF Laurel Jane Clayton No longer a reportable beneficial interest in shs previously held as custodian for daughter under U/IN/U/T/M/A.											
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 (e.g., puts, calls, warrants, options, conver					
1. Title of Derivative Security (Instr. 3)	2. Con- version or Exercise Price of Deriv-ative Security	3. Trans- action Date (Month/ Date/ Year)	3A. Deemed Execut-ion 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 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of

											Share
Employee Stock Option Right to Buy	\$23.9365	6/27/01		A	V	78,057		(1)	6/27/2011	common stock	78,0
Employee Stock Option Right to Buy	\$23.9365	6/27/01		A	V	14,433		(2)	6/27/2011	common stock	14,4
Employee Stock Option Right to Buy	\$22.6952	1/22/02		A	V	87,150		(3)	1/22/2012	common stock	87,1
Employee Stock Option Right to Buy	\$22.8000	1/31/03		A	V	110,000		(4)	1/31/2013	common stock	110,0

Explanation of Responses:

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

(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.

(4) The Option vests in 4 equal annual installments beginning on January 31, 2004.* (*) Subject to Accelerated Vesting in Certain Circumstances.

**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