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OLD NATIONAL BANCORP /IN/
Form S-3MEF
May 27, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 27, 2003

REGISTRATION NO. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

OLD NATIONAL BANCORP

(Exact name of registrant as specified in charter)

INDIANA
(State or other jurisdiction of
incorporation or organization)

35-1539838
(IRS Employer Identification No.)

420 MAIN STREET, EVANSVILLE, INDIANA 47708, (812) 464-1434

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

(AGENT FOR SERVICE)

(COPIES TO)

JEFFREY L. KNIGHT, ESQ.
SENIOR VICE PRESIDENT, CORPORATE SECRETARY
AND GENERAL COUNSEL
OLD NATIONAL BANCORP
P.O. BOX 718
EVANSVILLE, IN 47705
(812) 464-1363

TIMOTHY M. HARDEN, ESQ.
NICHOLAS J. CHULOS, ESQ.
KRIEG DEVAULT LLP
2800 ONE INDIANA SQUARE
INDIANAPOLIS, INDIANA 46204-2017
(317) 636-4341

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: FROM TIME TO
TIME AFTER THIS REGISTRATION STATEMENT BECOMES EFFECTIVE.

If the only securities being registered on this Form are being offered pursuant
to dividend or interest reinvestment plans, please check the following box [].

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box [].

If this Form is filed to register additional securities for an offering pursuant
to Rule 462(b) under the Securities Act, please check the following box and list
the Securities Act registration statement number of the earlier effective
registration statement for the same offering [x]. 333-29433

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under
the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering [].

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If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box [].

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per unit * | Proposed maximum aggregate offering price * |
|--|-------------------------|--|---|
| Debt Securities | \$15,400,000 | 100% | \$15,400,000 (1) |

* In U.S. dollars and estimated solely for purposes of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

EXPLANATORY NOTE

This Registration Statement is being filed by Old National Bancorp with respect to the registration of additional securities pursuant to Rule 462(b) and General Instruction IV of Form S-3, both under the Securities Act of 1933, as amended, and includes the Registration Statement facing page, this page, the signature page, an exhibit index, an opinion of legal counsel, a consent of legal counsel and a consent of independent accountants. The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (Registration No. 333-29433), as amended (including the exhibits thereto), declared effective by the Securities and Exchange Commission on July 23, 1997.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Evansville, State of Indiana, on May 27, 2003.

OLD NATIONAL BANCORP

By: /s/ James A. Risinger

James A. Risinger
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated below as of May 27, 2003.

| Name ----- | Title ----- |
|---|---|
| /s/ JAMES A. RISINGER ----- James A. Risinger | Chairman of the Board, Director, and Chief Executive Officer (Principal Executive Officer) |
| /s/ JOHN S. POELKER ----- John S. Poelker | Executive Vice President (Principal Financial Officer and Principal Accounting Officer) |
| RICHARD J. BOND* ----- Richard J. Bond | Director |
| ALAN W. BRAUN* ----- Alan W. Braun | Director |
| LARRY E. DUNIGAN* ----- Larry E. Dunigan | Director |
| DAVID E. ECKERLE* ----- David E. Eckerle | Director |

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----- Director
Niel C. Ellerbrook

----- Director
Douglas D. French

----- Director
Andrew E. Goebel

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PHELPS L. LAMBERT* Director

Phelps L. Lambert

RONALD B. LANKFORD* Director

Ronald B. Lankford

LUCIEN H. MEIS* Director

Lucien H. Meis

LOUIS L. MERVIS* Director

Louis L. Mervis

JOHN N. ROYSE*

John N. Royse

MARJORIE Z. SOYUGENC* Director

Marjorie Z. Soyugenc

----- Director
Kelly N. Stanley

CHARLES D. STORMS* Director

Charles D. Storms

* By: JEFFREY L. KNIGHT Attorney-in-Fact

Jeffrey L. Knight

EXHIBIT INDEX

| EXHIBIT NUMBER ----- | DOCUMENT ----- |
|-------------------------|--|
| 5.1 | Opinion of Krieg DeVault LLP. |
| 23.1 | Consent of Krieg DeVault LLP (included in Exhibit 5.1 to this Registration Statement). |
| 23.2 | Consent of PricewaterhouseCoopers LLP. |