

OLD NATIONAL BANCORP /IN/  
Form 8-K  
February 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 17, 2012**

**OLD NATIONAL BANCORP**  
(Exact name of registrant as specified in its charter)

**Indiana**  
(State or other jurisdiction)

**001-15817**  
(Commission)

**35-1539838**  
(IRS Employer)

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(State of incorporation)

(File Number)

(Identification No.)

**One Main Street Evansville, Indiana 47708**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (812) 464-1294**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure**

The executive officers of Old National Bancorp intend to use the materials filed herewith, in whole or in part, in one or more meetings with investors and analysts. A copy of the investor presentation is attached hereto as Exhibit 99.1.

Old National Bancorp does not intend for this Item 7.01 or Exhibit 99.1 to be treated as filed for purposes of the Securities Exchange Act of 1934, as amended, or incorporated by reference into its filings under the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits.** The following exhibit is furnished herewith:

The following exhibit shall not be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended:

99.1 Old National Bancorp Investment Thesis

\* \* \* \* \*

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 17, 2012

**OLD NATIONAL BANCORP**

By: /s/ Christopher A. Wolking  
Christopher A. Wolking  
Senior Executive Vice President and  
Chief Financial Officer

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>                     |
|--------------------|--|
| 99.1               | Old National Bancorp Investment Thesis |