

HUDGIONS ANNETTE W  
 Form 4  
 February 24, 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

OMB  
 APPROVAL  
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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 <b>and</b> Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)										
Hudgions, Annette W.			Old National Bancorp ONB			<table border="1"> <tr> <td></td> <td>Director</td> <td>10% Own</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> </table>				Director	10% Own	X	Officer (give title below)	Other (specify below)		
	Director	10% Own														
X	Officer (give title below)	Other (specify below)														
(Last) (First) (Middle)  800 S Main Street			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year										
(Street)  Henderson, KY 42420						February 6, 2003										
(City) (State) (Zip)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			7. Individual or Joint/Group Filing (Check Applicable Line)										
						X Form filed by One Reporting Person										
						Form filed by More than One Reporting Person										
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned		6. Ownership Form: Direct (D) Indirect (I)		7. Nature of Ownership	

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	Day/Year) (Month/Day/ Year)	(Month/Day/ Year)	V	Amount	(A) or (D)	Price	Following Reported Transaction(s)  (Instr. 3 and 4)	or (I) (Instr. 4)	Indirect (Instr. 4)
Common stock							4,606.665	D	
Common stock	02/06/03		L	2.172	A	23.0243	361.220	D1	
Common stock							4,877.481	I2	
D Annette Hudgions									
D1 Annette W and John D Hudgions									
I2 ONB Emp Savings and Profit Sharing Plan									

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed (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 (Month/Day/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)	

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								and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option Right to Buy	\$23.9363	6/27/01		A	V	29,106		(1)	6/27/2011	common stock	29,106	
Employee Stock Option Right to Buy	\$22.6952	1/22/02		A	V	32,025		(2)	1/22/2012	common stock	32,025	
Employee Stock Option Right to Buy	\$22.8000	1/31/03		A	V	40,000		(3)	1/31/2013	common stock	40,000	

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

(3) 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