

GASSEN JEROME J  
Form 4  
January 18, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GASSEN JEROME J

2. Issuer Name **and** Ticker or Trading  
Symbol  
OLD NATIONAL BANCORP /IN/  
[ONB]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
11034 GUNWALE DR  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2004

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EXEC VICE PRES-BANKING

INDIANAPOLIS, IN 46236-9561

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (A)<br>or (D) Price                                            |                                                                                                                    |                                                                         |                                                                   |
| COMMON<br>STOCK                       | 12/15/2004                              |                                                             | J                                    | V 6.644 A \$<br>25.8997                                                 | 9,912.268                                                                                                          | D                                                                       |                                                                   |
| COMMON<br>STOCK                       | 12/15/2004                              |                                                             | J                                    | V 15.993 A \$<br>25.8997                                                | 2,481.504                                                                                                          | I                                                                       | ONB<br>ESOP                                                       |
| COMMON<br>STOCK                       |                                         |                                                             |                                      |                                                                         | 1,314.6                                                                                                            | D <sup>(1)</sup>                                                        |                                                                   |
| COMMON<br>STOCK                       |                                         |                                                             |                                      |                                                                         | 397.95                                                                                                             | D <sup>(2)</sup>                                                        |                                                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>Number<br>Shares                                 |
| INCENTIVE<br>STOCK<br>OPTION                        | \$ 11.6746                                                            |                                         |                                                             |                                         |                                                                                                                       | 04/22/1997 <sup>(3)</sup> 04/22/2007                           | COMMON<br>STOCK 2,3                                                 |
| NONQUAL<br>STOCK<br>OPTION                          | \$ 16.6107                                                            |                                         |                                                             |                                         |                                                                                                                       | 12/15/1997 <sup>(3)</sup> 12/15/2007                           | COMMON<br>STOCK 2,2                                                 |
| INCENTIVE<br>STOCK<br>OPTION                        | \$ 16.6107                                                            |                                         |                                                             |                                         |                                                                                                                       | 12/15/1997 <sup>(3)</sup> 12/15/2007                           | COMMON<br>STOCK 1,6                                                 |
| NONQUAL<br>STOCK<br>OPTION                          | \$ 15.0829                                                            |                                         |                                                             |                                         |                                                                                                                       | 12/21/1998 <sup>(3)</sup> 12/21/2008                           | COMMON<br>STOCK 1,3                                                 |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 22.7967                                                            |                                         |                                                             |                                         |                                                                                                                       | 06/27/2002 <sup>(4)</sup> 06/27/2011                           | COMMON<br>STOCK 30,                                                 |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 21.6145                                                            |                                         |                                                             |                                         |                                                                                                                       | 01/22/2003 <sup>(5)</sup> 01/22/2012                           | COMMON<br>STOCK 33,                                                 |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 21.7143                                                            |                                         |                                                             |                                         |                                                                                                                       | 01/31/2004 <sup>(6)</sup> 01/31/2013                           | COMMON<br>STOCK 115                                                 |
| EMPLOYEE<br>STOCK<br>OPTION                         | \$ 21.45                                                              |                                         |                                                             |                                         |                                                                                                                       | 12/31/2004 <sup>(7)</sup> 02/02/2014                           | COMMON<br>STOCK 9,0                                                 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                        |
|--------------------------------------------------------------------|---------------|-----------|------------------------|
|                                                                    | Director      | 10% Owner | Officer                |
| GASSEN JEROME J<br>11034 GUNWALE DR<br>INDIANAPOLIS, IN 46236-9561 |               |           | EXEC VICE PRES-BANKING |

## Signatures

JEFFREY L KNIGHT, EXECUTIVR VP AND CHIEF LEGAL COUNSEL, AS  
ATTORNEY-IN-FACT

01/18/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Held as Jerome Gassen with a broker.
- (2) Held as Jerome and Carol Gassen JT with a broker.
- (3) The option is Immediately Exercisable.
- (4) The Option vests in 4 equal annual installments beginning on February 1, 2002.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.
- (5) The Option vests in 4 equal annual installments beginning on January 22, 2003.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.
- (6) The Option vests in 4 equal annual installments beginning on January 31, 2004.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.
- (7) Vests 100% on December 31, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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