

Mounts Allen R
Form 3
January 28, 2005

FORM 3

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

OMB APPROVAL

OMB
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2005
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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

^ Mounts Allen R

(Last) (First) (Middle)

1075 JEFFERSON CT

(Street)

NEWBURGH, ^ IN ^ 47630

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/21/2005

3. Issuer Name **and** Ticker or Trading Symbol

OLD NATIONAL BANCORP /IN/ [ONB]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other

(give title below) (specify below)

EXEC VP - CHIEF HR OFFICER

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

COMMON STOCK

2,501.34

D

^

COMMON STOCK

2,100

D

^

COMMON STOCK

5,813.02

I

ONB ESOP

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of
Indirect Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
EMPLOYEE STOCK OPTION	06/27/2001	06/27/2011	COMMON STOCK	8,118	\$ 21.7	D ⁽¹⁾	Â
EMPLOYEE STOCK OPTION	02/01/2002	06/27/2011	COMMON STOCK	17,504	\$ 21.7	D ⁽²⁾	Â
EMPLOYEE STOCK OPTION	01/22/2003	01/22/2012	COMMON STOCK	19,796	\$ 20.59	D ⁽³⁾	Â
EMPLOYEE STOCK OPTION	01/31/2004	01/31/2013	COMMON STOCK	27,563	\$ 20.68	D ⁽⁴⁾	Â
EMPLOYEE STOCK OPTION	12/31/2004	02/02/2014	COMMON STOCK	2,100	\$ 20.43	D ⁽⁵⁾	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mounts Allen R 1075 JEFFERSON CT NEWBURGH, IN 47630	Â	Â	Â EXEC VP - CHIEF HR OFFICER	Â

Signatures

JEFFREY L KNIGHT, EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL, AS
ATTORNEY-IN-FACT

01/28/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Immediately exercisable.

(2) Vests in 4 equal annual installments beginning on 2/1/2002. Subject to accelerated vesting in certain circumstances.

(3) Vests in 4 equal annual installments beginning on 1/22/2003. Subject to accelerated vesting in certain circumstances.

(4) Vests in 4 equal annual installments beginning on 1/31/2004. Subject to accelerated vesting in certain circumstances.

(5) 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.

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