

OLD NATIONAL BANCORP /IN/

Form 4

September 26, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wolking Christopher A

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)

ONE MAIN ST

(Street)

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

09/23/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

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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

EVANSVILLE, IN 47708

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK				(A) or (D)	Price		
			Code	V	Amount		
COMMON STOCK	09/16/2016		J	V	2	A	\$ 13.8017
						1,600	D ⁽⁶⁾
COMMON STOCK						535	I
							GAIL S WOLKING - SPOUSE
COMMON STOCK						2,733	D ⁽⁵⁾
COMMON STOCK						7,984	I ⁽³⁾
							ONB KSOP

COMMON STOCK	1,192	D <u>(4)</u>
COMMON STOCK	1,242	D <u>(4)</u>

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

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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 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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
EMPLOYEE STOCK OPTION	\$ 18.43							01/25/2008	01/25/2017	COMMON STOCK	19,600
EMPLOYEE STOCK OPTION	\$ 15.29							02/01/2009	01/24/2018	COMMON STOCK	25,000
EMPLOYEE STOCK OPTION	\$ 13.31							02/01/2010	01/29/2019	COMMON STOCK	15,000
PHANTOM STOCK	\$ 13.67 <u>(1)</u>	09/16/2016		J	V	54		<u>(7)</u>	<u>(7)</u>	COMMON STOCK	54 <u>(1)</u>
PHANTOM STOCK	\$ 13.99 <u>(1)</u>	09/23/2016		P		5		<u>(7)</u>	<u>(7)</u>	COMMON STOCK	5 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

Wolking Christopher A
ONE MAIN ST
EVANSVILLE, IN 47708

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Signatures

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

09/26/2016

__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) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (2) Includes 42,000 restricted stock units, 9,500 restricted stock shares and 44,539 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) KSOP balance updated based upon current data.
- (4) Old National Bancorp Employee Stock Purchase Plan.
- (5) Shares held with a broker.
- (6) Shares held with ONB Investments
- (7) Shares of phantom stock are payable in cash following termination of the reporting person's employment with ONB or reporting person becoming disabled. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

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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