

CLAYTON THOMAS F  
Form 4  
December 03, 2002

FORM 4

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)

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  
OMB Number: 3235-0287  
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1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Clayton, Thomas F.		Old National Bancorp ONB				Director 10% O			
				X		Officer (give title below) Other (specify below)			
				Executive Vice President					
(Last) (First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)				
8004 Washington Ave			November 2002						
(Street)			5. If Amendment, Date of Original (Month//Day/Year)		X Form filed by One Reporting Person				
Evansville, IN 47715					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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Election 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	6. Ownership or	7. Relationship to Issuer (Instr. 3)
				Amount	(A)	Price			

		Year)					or (D)	Transaction(s)  (Instr. 3 and 4)	(1) (Instr. 4)	
Common stock								1,260.157	D	
Common stock								1,031.109	I1	
Common stock								1,084.298	I2	
Common stock								10,090.150	I3	
Common stock	11/07/02		L	V	8.352	A	23.9462	12,580.020	I4	
D Thomas F Clayton										
I1 T F Clayton CF Laurel Jane Clayton										
I2 T F Clayton CF Patricia Carter Clayton										
I3 ONB Emp Savings and Profit Sharing Plan										
I4 Susan Clayton spouse										

FORM 4 (continued)		Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, conversion)								
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Date/Year)	3A. Deemed Execution Date, if any (Month/Date/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)			

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Right to Buy	\$25.13	6/27/01		A	V	74,340		(1)	6/27/2011	common stock	74,340
Employee Stock Option Right to Buy	\$25.13	6/27/01		A	V	13,746		(2)	6/27/2011	common stock	13,746
Employee Stock Option Right to Buy	\$23.83	1/22/02		A	V	83,000		(3)	1/22/2012	common stock	83,000

Explanation of Responses:

- (1) The Option vests in 4 equal installments beginning on February 1, 2002.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.
- (2) The Option is Immediately Exercisable.
- (3) The Option vests in 4 equal installments beginning on January 22, 2003.\* (\*) 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