

OLD NATIONAL BANCORP /IN/
Form 4
March 11, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Ellspermann Caroline 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)	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2015	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) PRESIDENT - WEALTH MANAGEMENT
ONE MAIN ST (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V Amount (A) or (D) Price			
COMMON STOCK	02/02/2015		D	V 2,917 D \$ 13.41	58,427	D	
COMMON STOCK	02/02/2015		F	V 1,838 (7) A \$ 13.41	60,265	D	
COMMON STOCK	02/26/2015		D	V 7,500 D \$ 14.09	52,765	D	
COMMON STOCK	02/26/2015		F	V 2,516 (6) A \$ 14.09	55,281 (1)	D	
COMMON STOCK					1,444.404	D (2)	

COMMON STOCK						6,337		D ⁽³⁾		
COMMON STOCK						5,186 ⁽⁴⁾		I	CAROLINE ELLSPERMAN - ONB KSOP	
COMMON STOCK						5,600 ⁽⁴⁾		I	KENNETH ELLSPERMAN - ONB KSOP	
COMMON STOCK	02/26/2015		D	V	500	D	\$ 13.41	12,500	I	KENNETH ELLSPERMAN
COMMON STOCK	02/26/2015		F	V	315 ⁽⁶⁾	A	\$ 14.09	12,815	I	KENNETH ELLSPERMAN

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.

SEC 1474
(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	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)
EMPLOYEE STOCK OPTION	\$ 21.65					Date Exercisable: 02/01/2007 ⁽⁵⁾ Expiration Date: 02/24/2016	COMMON STOCK 8,7
EMPLOYEE STOCK OPTION	\$ 18.43					01/25/2008 01/25/2017	COMMON STOCK 12,3
EMPLOYEE STOCK OPTION	\$ 15.29					02/01/2009 01/24/2018	COMMON STOCK 12,0
EMPLOYEE STOCK	\$ 13.31					02/01/2010 01/29/2019	COMMON STOCK 7,0

