

Knight Jeffrey L
 Form 4
 February 18, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Knight Jeffrey L

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)
 330 LARGO COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP-CHIEF LEGAL OFFICER

EVANSVILLE, IN 47712
 (City) (State) (Zip)

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

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 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	02/16/2009		F	V Amount (A) or (D) Price \$ 12.6	327 A \$ 3,618.8	D ⁽⁶⁾	
COMMON STOCK					136,451	D	
COMMON STOCK					9,213.233 ⁽³⁾	I	ONB KSOP
COMMON STOCK	02/16/2009		D	V Amount (A) or (D) Price \$ 0	5,200 D \$ 23,834	D	
COMMON STOCK					81.195	I	CUSTODIAN FOR ABIGAIL R

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COMMON STOCK	72.96	I	KNIGHT, DAUGHTER CUSTODIAN FOR CAROLINE E KNIGHT, DAUGHTER
COMMON STOCK	79.261	I	CUSTODIAN FOR MARGARET R KNIGHT, DAUGHTER

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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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)	Amount or Number of Shares
EMPLOYEE STOCK OPTION	\$ 21.7					Date Exercisable: 02/01/2002 ⁽⁴⁾ Expiration Date: 06/27/2011	COMMON STOCK	11,1
EMPLOYEE STOCK OPTION	\$ 21.7					Date Exercisable: 06/27/2001 ⁽⁴⁾ Expiration Date: 06/27/2011	COMMON STOCK	6,9
EMPLOYEE STOCK OPTION	\$ 20.59					Date Exercisable: 01/22/2003 ⁽⁴⁾ Expiration Date: 01/22/2012	COMMON STOCK	12,9
EMPLOYEE STOCK OPTION	\$ 20.68					Date Exercisable: 01/31/2004 ⁽⁴⁾ Expiration Date: 01/31/2013	COMMON STOCK	17,6

