OLD NATIONAL BANCORP /IN/

Form 4/A

January 10, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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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

may continue. See Instruction

1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

Williams Daugherty Julie			2. Issuer Name and Ticker or Trading Symbol OLD NATIONAL BANCORP /IN/ [ONB]	S. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) ONE MAIN S	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/07/2016	Director 10% Owner Selection Other (specify below) CHIEF ADMINISTRATIVE OFFICER		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) 01/10/2017	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
FVANSVILLI	F IN 47708			Form filed by More than One Reporting		

Person

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(City)	(State) Table I - Non-Derivative Securities Acquired, I							d, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transa Code (Instr.		4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
COMMON STOCK	12/15/2016		J	V	14	A	\$ 13.8	1,566	D (1)		
COMMON STOCK	12/30/2016		L	V	17	A	\$ 17.2425	1,584	D (1)		
COMMON STOCK								3,286	I (3)	ONB KSOP	
COMMON STOCK								358	D (4)		
COMMON STOCK	11/07/2016		L	V	30	A	\$ 14.7561	33,963	D		

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COMMON STOCK	12/05/2016	L	V	26	A	\$ 17.2429	33,989	D
COMMON STOCK	12/15/2016	J	V	108	A	\$ 18.0395	34,097 (2)	D

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.

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. Transa Code (Instr.		5. nnNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:	ate	7. Title and An Underlying Sec (Instr. 3 and 4)	curities
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PHANTOM STOCK	\$ 18 <u>(5)</u>	12/15/2016		J	V	1	<u>(6)</u>	<u>(6)</u>	COMMON STOCK	1 (5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Williams Daugherty Julie ONE MAIN ST EVANSVILLE, IN 47708

CHIEF ADMINISTRATIVE OFFICER

Signatures

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

01/10/2017

Date

8. I De Sec (In

**Signature of Reporting Person

Reporting Owners 2

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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) Old National Bancorp Employee Stock Purchase Plan.
- (2) Includes 15,375 restricted stock units, 3,542 restricted stock shares and 15,180 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) KSOP balance updated based upon current data.
- (4) Held with a broker.
- (5) Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.
- (6) 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. 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.