CLARK TODD C Form 4

FORM 4

April 19, 2018

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

03/15/2018

STOCK

| 1. Name and Address of Reporting Person * CLARK TODD C | | | 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 | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2018 | Director 10% Owner Selfow) | | |
| (Street) | | | 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 | | |
| EVANSVILLE, IN 47708 | | | | Form filed by More than One Reporting Person | | |

| (City) | (State) (Zi | p) Table 1 | I - Non- | Dei | rivative Se | curiti | es Acqui | red, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|---|---|---------------------------------|--------|------------------------------------|--------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (Instr. | | 4. Securinn(A) or Di (Instr. 3, | spose | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| COMMON STOCK | 02/01/2018 | | Code D | v V | Amount 1,916 | | Price \$ 17.45 | (Instr. 3 and 4) 34,891 | D | |
| COMMON STOCK | 02/01/2018 | | F | V | 1,264 | A | \$ 17.45 | 36,155 | D | |
| COMMON STOCK | 02/15/2018 | | D | V | 4,500 | D | \$ 17.2 | 31,655 | D | |
| COMMON STOCK | 02/15/2018 | | F | V | 1,120 | A | \$ 17.2 | 32,775 | D | |
| COMMON | 03/15/2018 | | T | V | 50 | Δ | \$ | 32 825 | D (2) | |

V 50

32,825

17.93

 $D^{(2)}$

Edgar Filing: CLARK TODD C - Form 4

| COMMON STOCK | 03/19/2018 | J | V | 161 | A | \$ 17.95 | 22,348 (3) | D |
|-----------------|------------|---|---|-----|---|-------------|-------------------|---|
| COMMON STOCK | 03/19/2018 | J | V | 112 | A | \$ 17.95 | 15,573 <u>(3)</u> | D |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | | 4. | ooti o | 5. | 6. Date Exer | | 7. Title and An | | 8. I |
|--------------------------------------|---|---------------------|---|-----------------|--------|---|---------------------|--------------------|------------------------------------|--|--------------------|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Code (Instr. | | nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Underlying Sec (Instr. 3 and 4) | | Dei Sec (Ins |
| | | | | Code | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| PHANTOM STOCK | \$ 17.85 (1) | 03/15/2018 | | J | V | 1 | <u>(4)</u> | <u>(4)</u> | COMMON STOCK | 1 (1) | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|---------------|-------|--|--|--|--|
| reporting owner runner runners | Director | 10% Owner | Officer | Other | | | | |
| CLARK TODD C ONE MAIN ST | | | EXEC VP - CIO | | | | | |
| EVANSVILLE, IN 47708 | | | | | | | | |

Signatures

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

04/19/2018

(9-02)

**Signature of Reporting Person Date

2 Reporting Owners

Edgar Filing: CLARK TODD C - Form 4

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 21,000 restricted stock units, 4,876 restricted stock shares and 6,949 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) Shares held with a broker.
- (4) 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.