

LAMBERT PHELPS L
 Form 4
 February 10, 2003

FORM 4

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
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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)

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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 that apply) | | |
| Lambert, Phelps L. | | | Old National Bancorp ONB | | | <input checked="" type="checkbox"/> | Director | 10% |
| | | | | | | | Officer (give title below) | Other below |
| (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 (Check Applicable) | |
| PO Box 236 | | | | | January 27, 2003 | | | |
| (Street) | | | | | 5. If Amendment, Date of Original (Month//Day/Year) | | <input checked="" type="checkbox"/> | Form filed by Reporting Person |
| Henderson, KY 42420 | | | | | | | | Form filed by Reporting Person |
| (City) (State) (Zip) | | | Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |
| 1. Title of Security (Instr. 3) | | | 2A. Transaction Code | 3. Transaction Date (Month/Day/Year) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: Direct (D) |

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| | Day/Year any Year) | Code (Month/Day/ | V | Amount | (A) or (D) | Price | Owned or Following Reported Transaction (Instr. 3 and 4) | or Indirect (Instr. 4) | |
|---|--------------------------|---------------------|---|-----------|------------------|-------------|--|---------------------------------|--|
| Common stock | 01/27/03 | J | V | 5276.134 | A | 110,798.818 | D | | |
| Common stock | 01/27/03 | J | V | 767.038 | A | 16,107.795 | I1 | | |
| Common stock | 01/27/03 | J | V | 1,007.977 | A | 21,167.518 | I2 | | |
| Common stock | 01/27/03 | J | V | 506.648 | A | 10,639.602 | I3 | | |
| Common stock | 01/27/03 | J | V | 1,007.977 | A | 21,167.518 | I4 | | |
| Common stock | 01/27/03 | J | V | 767.038 | A | 16,107.795 | I5 | | |
| Common stock | 01/27/03 | J | V | 767.038 | A | 16,107.795 | I6 | | |
| J Shrs recd pursuant to stock dividend on ONB | | | | | | | | | |
| common stock with a record date of 1/6/2003 | | | | | | | | | |
| D Phelps L. Lambert | | | | | | | | | |
| I1 Anastasia Lambert Irr Tr Phelps Lambert TE | | | | | | | | | |
| I2 Ann M Lambert Irr Tr Phelps Lambert TE | | | | | | | | | |
| I3 Carol M Lambert spouse | | | | | | | | | |
| I4 Darrell Lambert Irr Tr Phelps Lambert TE | | | | | | | | | |
| I5 Phelps J Lambert Irr Tr Phelps Lambert TE | | | | | | | | | |
| I6 Peter C Lambert Irr Tr Phelps Lambert TE | | | | | | | | | |

| FORM 4 (continued) | | 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. Trans- action 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | 10. Indirect Ownership (Instr. 4) |

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| | | | | Code | V | (A) | (D) | Date | Expiration | Title | Amount | | | (I) |
|--|--|--|--|------|---|-----|-----|-------------|------------|-------|--------|--|--|-----|
| | | | | | | | | Exercisable | Date | | or | | | |
| | | | | | | | | | | | Number | | | 4) |
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Explanation of Responses:

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**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