

CLAYTON THOMAS F  
Form 4  
February 24, 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

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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)

0

1. Name and Address of Reporting Person*		2. Issuer Name <b>and</b> Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)											
Clayton, Thomas F.		Old National Bancorp ONB			<table border="1"> <tr> <td></td> <td>Director</td> <td>10% O</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">Executive Vice President</td> </tr> </table>				Director	10% O	X	Officer (give title below)	Other (specify below)	Executive Vice President		
	Director	10% O														
X	Officer (give title below)	Other (specify below)														
Executive Vice President																
(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/Group Filing (Check Applicable Line)												
8004 Washington Ave		February 6, 2003		<table border="1"> <tr> <td>X</td> <td>Form filed by One Reporting Person</td> </tr> <tr> <td></td> <td>Form filed by More than One Reporting Person</td> </tr> </table>			X	Form filed by One Reporting Person		Form filed by More than One Reporting Person						
X	Form filed by One Reporting Person															
	Form filed by More than One Reporting Person															
(Street)		5. If Amendment, Date of Original (Month//Day/Year)														
Evansville, IN 47715																
(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 Exemption 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	6. Ownership or Control	7. Relationship to Issuer									
				Amount (A) Price		Ownership or Control (D) or Indirect	Relationship to Issuer (Instr. 3)									

		Year)				or (D)		Transaction(s)  (Instr. 3 and 4)	(1) (Instr. 4)	
Common stock	02/06/03		L	V	8.686	A		1,342.120	D	
Common stock								0.000	I1	
Common stock								1,147.350	I2	
Common stock								10,747.838	I3	
Common stock								13,328.800	I4	
D Thomas F Clayton										
I1 T F Clayton CF Laurel Jane Clayton No longer a reportable beneficial interest in shs previously held as custodian for daughter under U/IN/U/T/M/A.										
I2 T F Clayton CF Patricia Carter Clayton										
I3 ONB Emp Savings and Profit Sharing Plan										
I4 Susan Clayton spouse										

Table II ` Derivative Securities Acquired, Disposed  
(e.g., puts, calls, warrants, options, conver

FORM 4 (continued)		Table II ` Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conver									
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

											Share
Employee Stock Option Right to Buy	\$23.9365	6/27/01		A	V	78,057	(1)	6/27/2011	common stock	78,0	
Employee Stock Option Right to Buy	\$23.9365	6/27/01		A	V	14,433	(2)	6/27/2011	common stock	14,4	
Employee Stock Option Right to Buy	\$22.6952	1/22/02		A	V	87,150	(3)	1/22/2012	common stock	87,1	
Employee Stock Option Right to Buy	\$22.8000	1/31/03		A	V	110,000	(4)	1/31/2013	common stock	110,0	

## Explanation of Responses:

(1) The Option vests in 4 equal annual installments beginning on February 1, 2002.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.

(2) The Option is Immediately Exercisable.

(3) The Option vests in 4 equal annual installments beginning on January 22, 2003.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.

(4) The Option vests in 4 equal annual installments beginning on January 31, 2004.\* (\*) Subject to Accelerated Vesting in Certain Circumstances.

\_\_\_\_\_  
\*\*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