

HINTON MICHAEL R
 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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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 Tickler or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Hinton, Michael R.			Old National Bancorp ONB			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
(Last) (First) (Middle) 10900 Browning Road			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year			
(Street) Evansville, IN 47711						February 6, 2003 5. If Amendment, Date of Original (Month//Day/Year)			
(City) (State) (Zip)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
1. Title of Security (Instr. 3)			2A. Transaction Date (Month/Day/Year), if	2B. Date of Execution (Month/Day/Year), if	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D)	7. Nature of Ownership: Indirect Beneficial Ownership

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	Day (Month/Day/ Year)	Code (Instr. 8)	V	Amount	(A) or (D)	Price	Owned or Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (Instr. 4)
Common stock						9,322.150	D	
Common stock	02/06/03	L	V	4.243	A	23.02634.699	I1	
Common stock						19,655.493	I2	
Common stock						1,034.755	I3	
Common stock						843.000	I4	
Common stock						8,187.900		
D Michael R Hinton								
I1 Michael Hinton CF Taylor Hinton								
I2 ONB Emp Savings and Profit Sharing Plan								
I3 Debra D Hinton spouse								
I4 Debra D Hinton spouse broker held								
I5 Debra D Hinton spouse								

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

FORM 4 (continued)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired or Disposed of (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 Owned Following Reported Transaction(s)	10. Ownership of Derivative Security (Instr. 4)

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		Date/Year)		(A)	(D)	Date Expiration Exercisable Date	Title	Amount or Number of Shares	(Instr. 4)	Indirect (Instr. 4)
		Code	V							
Employee Stock Option	\$23.9365	6/27/01	A	V		(1) 6/27/2011	common stock	78,057		Direct (D)
Right to Buy					78,057			N/A		
Employee Stock Option	\$23.9365	6/27/01	A	V		(2) 6/27/2011	common stock	14,433		Direct (D)
Right to Buy					14,433			N/A		
Employee Stock Option	\$22.6952	1/22/02	A	V		(3) 1/22/2012	common stock	87,150		Direct (D)
Right to Buy					87,150			N/A		
Employee Stock Option	\$22.8000	1/31/03	A	V		(4) 1/31/2013	common stock	130,000		Direct (D)
Right to Buy					130,000			N/A		

Explanation of Responses:

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

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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