

Knight Jeffrey L  
Form 4  
August 16, 2005

**FORM 4**

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

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Knight Jeffrey L

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)  
330 LARGO COURT  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/08/2005

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EXECUTIVE VP-GENERAL COUNSEL

EVANSVILLE, IN 47712

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Execution 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 Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
COMMON STOCK					1,612.8	D	
COMMON STOCK					115.673	D	
COMMON STOCK					6,076.849	I	ONB ESOP
COMMON STOCK					9,495	D	
COMMON STOCK	07/08/2005		L	V 0.23 A \$ 21.7258	47.147	I	CUSTODIAN FOR ABIGAIL

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COMMON STOCK	07/25/2005	L	V	0.447	A	\$ 22.362	47.594	I	KNIGHT, DAUGHTER CUSTODIAN FOR ABIGAIL KNIGHT, DAUGHTER
COMMON STOCK	07/08/2005	L	V	0.23	A	\$ 21.7258	40.166	I	CUSTODIAN FOR CAROLINE KNIGHT, DAUGHTER
COMMON STOCK	07/25/2005	L	V	0.447	A	\$ 22.362	40.613	I	CUSTODIAN FOR CAROLINE KNIGHT, DAUGHTER
COMMON STOCK	07/08/2005	L	V	0.23	A	\$ 21.7258	48.321	I	CUSTODIAN FOR KATHRYN KNIGHT, DAUGHTER
COMMON STOCK	07/25/2005	L	V	0.447	A	\$ 22.362	48.768	I	CUSTODIAN FOR KATHRYN KNIGHT, DAUGHTER
COMMON STOCK	07/08/2005	L	V	0.23	A	\$ 21.7258	45.506	I	CUSTODIAN FOR MARGARET KNIGHT, DAUGHTER
COMMON STOCK	07/25/2005	L	V	0.447	A	\$ 22.362	45.953	I	CUSTODIAN FOR MARGARET KNIGHT, DAUGHTER

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.**

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(9-02)

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

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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. 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)
EMPLOYEE STOCK OPTION	\$ 21.7					02/01/2002 06/27/2011	COMMON STOCK 11,183
EMPLOYEE STOCK OPTION	\$ 21.7					06/27/2001 06/27/2011	COMMON STOCK 6,900
EMPLOYEE STOCK OPTION	\$ 20.59					01/22/2003 01/22/2012	COMMON STOCK 12,963
EMPLOYEE STOCK OPTION	\$ 20.68					01/31/2004 01/31/2013	COMMON STOCK 17,640
EMPLOYEE STOCK OPTION	\$ 20.43					12/31/2004 02/02/2014	COMMON STOCK 1,995

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Jeffrey L 330 LARGO COURT EVANSVILLE, IN 47712			EXECUTIVE VP-GENERAL COUNSEL	

**Signatures**

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS ATTORNEY-IN-FACT 08/16/2005

\_\_Signature of Reporting Person Date

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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