Wolking Christopher A Form 4 December 04, 2017

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COMMON

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Wolking Christopher A Issuer Symbol OLD NATIONAL BANCORP /IN/ (Check all applicable) [ONB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) ONE MAIN ST 12/01/2017 SEVP - CAPITAL MARKETS (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **EVANSVILLE, IN 47708** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price **COMMON** 95,228 $D^{(2)}$ **STOCK COMMON** D (6) 1,600 STOCK GAIL S **COMMON** 535 I WOLKING **STOCK** - SPOUSE **COMMON** $D^{(5)}$

2,733

8,391

 $I^{(3)}$

ONB KSOP

COMMON STOCK

1,482

 $D^{(4)}$

(9-02)

8. F Dei Sec (Ins

 $2^{(1)}$

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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 number.

(7)

(7)

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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D)	;		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 2 (
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
PHANTOM	\$ 18.25	12/01/2017		D	2	(7)	(7)	COMMON	2 (1)	

Reporting Owners

(1)

Relationships Reporting Owner Name / Address

12/01/2017

Other Director 10% Owner Officer

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Wolking Christopher A ONE MAIN ST

SEVP - CAPITAL MARKETS

2

EVANSVILLE, IN 47708

Signatures

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

12/04/2017

**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).
- Each share of phantom stock represents the right to receive one share of ONB common stock or the cash value thereof.

(2)

Reporting Owners 2

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Includes 38,250 restricted stock units, 8,084 restricted stock shares and 50,394 shares of common stock. Fractional amounts have been rounded to the nearest whole number.

- (3) KSOP balance updated based upon current data.
- (4) Old National Bancorp Employee Stock Purchase Plan.
- (5) Shares held with a broker.
- (6) Shares held with ONB Investments
- (7) 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.